

Williams Patrick
Form 4/A
May 21, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams Patrick

(Last) (First) (Middle)
8375 SOUTH WILLOW STREET
(Street)

LITTLETON, CO 80124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INNOSPEC INC. [IOSP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
05/14/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP & President, Fuel Spec

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Common Stock | 05/10/2012 | 05/10/2012 | S | | 9,347 | D | |
| | | | | | | | \$ <u>(1)</u> |
| Common Stock | 05/10/2012 | 05/10/2012 | S | | 1,364 | D | |
| | | | | | | | \$ <u>(3)</u> |
| Common Stock | 05/11/2012 | 05/11/2012 | S | | 13,636 | D | |
| | | | | | | | \$ <u>(5)</u> |
| Common Stock | 05/11/2012 | 05/11/2012 | S | | 4,400 | D | |
| | | | | | | | \$ 30.37 |

(7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 20.23 | 05/10/2012 | 05/10/2012 | M | | 9,347 | | 02/20/2011 | 02/20/2018 | Common Stock | 9,347 |
| Stock Options | \$ 0 | 05/10/2012 | 05/11/2012 | M | | 1,364 | | 03/24/2012 | 03/24/2019 | Common Stock | 1,364 |
| Stock Options | \$ 0 | 05/11/2012 | 05/11/2012 | M | | 13,636 | | 03/24/2012 | 03/24/2019 | Common Stock | 13,636 |
| Stock Options | \$ 4.07 | 05/11/2012 | 05/11/2012 | M | | 4,400 | | 03/24/2012 | 03/24/2019 | Common Stock | 4,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Patrick 8375 SOUTH WILLOW STREET LITTLETON, CO 80124 | | | Exec VP & President, Fuel Spec | |

Signatures

Nicola Earl 05/21/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.65 and \$31.23 per share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(2) Total includes options in other tranches. 13636 remain outstanding in this tranche in relation to options acquired pursuant to PRSOP 24 March 2009.

(3) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.65 and \$31.23 per share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(4) Total reflects options in other tranches only.

(5) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.12 and \$30.82 per share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(6) Total includes options in other tranches. 25600 remain outstanding in this tranche in relation to options acquired pursuant to CSOP B 2 April 2009.

(7) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.12 and \$30.82 per share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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