

BRACEWELL Mark  
Form 4  
May 24, 2012

# FORM 4

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

OMB APPROVAL

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## 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 \*  
BRACEWELL Mark

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)

8375 SOUTH WILLOW STREET

05/24/2012

Group Financial Controller

(Street)

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

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

LITTLETON, CO 80124

(City) (State) (Zip)

**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		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)
				Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount or Price			
Common Stock	05/24/2012	05/24/2012	M	300 <sup>(1)</sup>	A	\$ 0 1,760	D	
Common Stock	05/24/2012	05/24/2012	M	1,225 <sup>(2)</sup>	D	\$ 0 3,015	D	
Common Stock	05/24/2012	05/24/2012	M	634 <sup>(3)</sup>	D	\$ 0 3,649	D	

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

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SEC 1474 (9-02)

number.

**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)	8. Amount or Number of Shares
Stock Options	\$ 0	05/24/2012	05/24/2012	M	625	02/20/2011 02/20/2018	Common Stock	625
Stock Options	\$ 0	05/24/2012	05/24/2012	M	2,616	03/24/2012 03/24/2019	Common Stock	2,616
Stock Options	\$ 0	05/24/2012	05/24/2012	M	1,320	02/13/2011 02/03/2016	Common Stock	1,320

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BRACEWELL Mark  
8375 SOUTH WILLOW STREET  
LITTLETON, CO 80124

Group Financial Controller

## Signatures

Nicola Earl 05/24/2012

\*\*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).

Pursuant to Clause 12 of the rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to the  
(1) Reporting Person in lieu of the transfer of the remaining 325 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

Pursuant to Clause 12 of the rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to the  
(2) Reporting Person in lieu of the transfer of the remaining 1361 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

(3)

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Pursuant to Clause 12 of the rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to the Reporting Person in lieu of the transfer of the remaining 686 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.