

TONTINE CAPITAL MANAGEMENT LLC

Form 4

December 03, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GENDELL JEFFREY L ET AL

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INNOSPEC INC. [IOSP]

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

12/01/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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	(A) or (D) Price			
Common Stock, par value \$.01 per share	12/01/2010		S		4,192 (2)	D (2) \$ 21.93	3,015,459 (2)	I	See Footnotes (1) (3) (4) (5)
Common Stock, par value \$.01 per share	12/02/2010		S		2,926 (2)	D (2) \$ 21.93	3,012,533 (2)	I	See Footnotes (1) (3) (4) (5)
Common Stock, par value \$.01 per share	12/03/2010		S		3,882 (2)	D (2) \$ 21.43	3,008,651 (2) (3)	I	See Footnotes (1) (3) (4) (5)

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENDELL JEFFREY L ET AL 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
TONTINE CAPITAL PARTNERS L P 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
TONTINE CAPITAL MANAGEMENT LLC 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Tontine Capital Overseas Master Fund, L.P. 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Tontine Capital Overseas GP, LLC 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Tontine 25 Overseas Master Fund, L.P. 55 RAILROAD AVENUE GREENWICH, CT 06830		X		

TONTINE CAPITAL OVERSEAS MASTER FUND II, L.P.
55 RAILROAD AVENUE
GREENWICH, CT 06830

X

TONTINE ASSET ASSOCIATES, L.L.C.
55 RAILROAD AVENUE
GREENWICH, CT 06830

X

Signatures

Tontine Capital Partners, L.P., By: its General Partner, Tontine Capital Management, L.L.C.,
By: its Managing Member, /s/ Jeffrey L. Gendell 12/03/2010

__Signature of Reporting Person

Date

Tontine Capital Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 12/03/2010

__Signature of Reporting Person

Date

Tontine 25 Overseas Master Fund, L.P., By: its General Partner, Tontine Capital
Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 12/03/2010

__Signature of Reporting Person

Date

Tontine Capital Overseas Master Fund II, L.P. By: its General Partner, Tontine Asset
Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 12/03/2010

__Signature of Reporting Person

Date

Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 12/03/2010

__Signature of Reporting Person

Date

/s/ Jeffrey L. Gendell 12/03/2010

__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).

This report is filed jointly by Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), Tontine Capital Management, L.L.C., a Delaware limited liability company ("TCM"), Tontine 25 Overseas Master Fund, L.P., a Cayman Islands limited partnership ("T25"), Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ("TCP 2"), Tontine Asset Associates, L.L.C., a Delaware limited liability company ("TAA") and Jeffrey L. Gendell ("Mr. Gendell"). Mr. Gendell is the managing member of: (a) TCM, the general partner of TCP and T25; (b) TCO, the general partner of TMF; and (c) TAA, the general partner of TCP 2.

On December 1, 2010, T25 sold 4,192 shares of Common Stock at a price of \$21.93 per share. On December 2, 2010, T25 sold 2,926 shares of Common Stock at a price of \$21.93 per share. On December 3, 2010, T25 sold 3,882 shares of Common Stock at a price of \$21.43 per share.

Mr. Gendell, TCM, and TAA directly own 0 shares of Common Stock, TCP directly owns 1,590,133 shares of Common Stock, T25 directly owns 56,895 shares of Common Stock and TCP 2 directly owns 1,361,623 shares of Common Stock.

All of the foregoing securities may be deemed to be beneficially owned by Mr. Gendell. The foregoing securities held by TCP and T25 may be deemed to be beneficially owned by TCM. The foregoing securities held by TCP 2 may be deemed to be beneficially owned by TAA.

Mr. Gendell disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by Mr. Gendell or representing Mr. Gendell's pro rata interest in, and interest in the profits of, TCM, TCP, T25, TCP 2 and TAA. TCM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCM or T25 or representing TCM's or T25's pro rata interest in, and interest in the profits of, TCP. TAA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TAA or representing TAA's pro rata interest in, and interest in the profits of, TCP 2.

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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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