

Cleminson Ian
Form 4
February 21, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cleminson Ian

(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)

02/21/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Exec VP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 Ownership Indirect Beneficial (Instr. 4)
Common Stock	02/19/2013		M	10,000	A \$ 0	29,789	D
Common Stock	02/19/2013		F	5,200 (1)	D \$ 40.99	24,589	D
Common Stock	02/19/2013		S	12,291	D \$ 41.29 (2)	24,589	D
Common Stock	02/19/2013		S	3,213	D \$ 41.29 (3)	24,589	D

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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 Option (PRSOP)	\$ 0	02/19/2013		M		10,000		09/01/2012	09/01/2019	Common Stock	10,000
Stock Option (PRSOP)	\$ 0	02/19/2013		M		12,291		02/17/2013	02/17/2020	Common Stock	12,291
Stock Option (CSOP B)	\$ 10.38	02/19/2013		M		3,213		02/17/2013	02/17/2020	Common Stock	3,213

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cleminson Ian 8375 SOUTH WILLOW STREET LITTLETON, CO 80124			Exec VP & CFO	

Signatures

Nicola Earl 02/21/2013
 **Signature of Date
 Reporting Person

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).

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- (1) Shares of Common Stock withheld to pay tax liability.

The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$41.10 and \$41.48 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

- (2) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$41.10 and \$41.48 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

- (3) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

- (4) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

- (5) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

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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