

INNOSPEC INC.
Form 4
February 24, 2016

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 *
Cleminson Ian

(Last) (First) (Middle)
8310 SOUTH VALLEY
HIGHWAY, SUITE 350
(Street)

ENGLEWOOD, CO CO8112

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & CFO

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	(A) or (D)	Price
Common Stock	02/23/2016		M		1,119	A	\$ 41.31
Common Stock	02/23/2016		F		1,055	D	\$ 43.81
Common Stock	02/23/2016		M		559	A	\$ 41.31
Common Stock	02/23/2016		F		542	D	\$ 43.81
Common Stock	02/23/2016		M		4,615	A	\$ 0
Common Stock	02/23/2016						28,116
Common Stock	02/23/2016						27,061
Common Stock	02/23/2016						27,620
Common Stock	02/23/2016						27,078
Common Stock	02/23/2016						31,693

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Common Stock	02/23/2016	F	2,169	D	\$ 43.81	29,524	D
Common Stock	02/23/2016	S	1,527	D	\$ 43.7221	27,997	D

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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 44.18	02/22/2016		A		1,349		02/22/2019	02/22/2026	Common Stock	1,349
Stock Options	\$ 0	02/22/2016		A		3,710		02/22/2019	02/22/2026	Common Stock	3,710
Stock Options	\$ 41.31	02/23/2016		M		1,119		02/20/2016	02/20/2025	Common Stock	1,119
Stock Options	\$ 41.31	02/23/2016		M		559		02/20/2016	02/20/2025	Common Stock	559
Stock Options	\$ 0	02/23/2016		M		4,615		02/20/2016	02/20/2025	Common Stock	4,615

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cleminson Ian 8310 SOUTH VALLEY HIGHWAY SUITE 350 ENGLEWOOD, CO CO8112			VP & CFO	

Signatures

Ian P Cleminson

02/24/2016

__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).

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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