

Cleminson Ian  
Form 4  
February 23, 2011

**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

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)  
02/23/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Exec VP & CFO

INNOSPEC MANUFACTURING PARK, OIL SITES ROAD, ELLESMERE PORT

(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

CHESHIRE, X0 CH65 4EY

(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 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                    | 02/18/2011                           | 02/18/2011   | P <sup>(1)</sup>               |   | 942   | A  | \$ 26.935 <sup>(3)</sup>                              |
| Common Stock                    | 02/18/2011                           | 02/18/2011   | P <sup>(2)</sup>               |   | 1,565   | A  | \$ 26.935 <sup>(4)</sup>                              |
| Common Stock                    | 02/22/2011                           | 02/22/2011   | M                              |   | 546 <sup>(5)</sup>  | A  | \$ 0 15,135   |
| Common Stock                    | 02/22/2011                           | 02/22/2011   | M                              |   | 1,353 <sup>(6)</sup>  | A  | \$ 0 16,488   |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options                                    | \$ 0   | 02/22/2011                           | 02/22/2011   | M                              | 1,070   | 02/13/2011 02/13/2016                                    | Common Stock  | 1,070                         |
| Options                                    | \$ 0   | 02/22/2011                           | 02/22/2011   | M                              | 2,653   | 02/20/2011 02/20/2018                                    | Common Stock  | 2,653                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| Cleminson Ian<br>INNOSPEC MANUFACTURING PARK<br>OIL SITES ROAD, ELLESMERE PORT<br>CHESHIRE, X0 CH65 4EY |               |           | Exec VP & CFO |       |

## Signatures

Nicola Earl 02/23/2011

\*\*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) Co-Investment

(2) Special Bonus

(3) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions ranged from \$26.9200 to \$26.9500. Upon request by the SEC, the Issuer, or a security holder of the Issuer, the Reporting Person will undertake to

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provide full information regarding the number of shares and prices at which the transactions were affected.

- This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions ranged from
- (4) \$26.9200 to \$26.9500. Upon request by the SEC, the Issuer, or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were affected.

- Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Brian
- (5) Watt in lieu of the transfer of the remaining 524 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 Brian
- (6) Watt in lieu of the transfer of the remaining 1300 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.

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