

BOON PHILIP JOHN
Form 4
March 09, 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 *
BOON PHILIP JOHN

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)
03/09/2011

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

Exec VP, Business Operations

INNOSPEC MANUFACTURING PARK, OIL SITES ROAD

(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

ELLESMERE PORT, 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	03/07/2011	03/07/2011	M		4,116 ⁽¹⁾ A \$ 0	D	
Common Stock	03/07/2011	03/07/2011	M		1,051 ⁽²⁾ D \$ 29.7487	D	
Common Stock	03/07/2011	03/07/2011	M		266 ⁽³⁾ D \$ 29.7487	D	
Common Stock	03/07/2011	03/07/2011	M		90 ⁽⁴⁾ D \$ 29.7487	D	
Common Stock	03/07/2011	03/07/2011	M		490 ⁽⁵⁾ ⁽⁶⁾ D \$ 29.7487	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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(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
				Code	V	(A)	(D)	Title	
Stock Options	\$ 0	03/07/2011	03/07/2011	M		4,530		02/13/2011 02/13/2016	Common Stock 4,530
Stock Options	\$ 9.97	03/07/2011	03/07/2011	M		1,700		02/13/2009 02/13/2016	Common Stock 1,700
Stock Options	\$ 20.23	03/07/2011	03/07/2011	M		1,183		02/20/2011 02/20/2018	Common Stock 1,183
Stock Options	\$ 20.23	03/07/2011	03/07/2011	M		817		02/20/2011 02/20/2018	Common Stock 817
Stock Options	\$ 0	03/07/2011	03/07/2011	M		4,000		02/20/2011 02/20/2018	Common Stock 4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOON PHILIP JOHN INNOSPEC MANUFACTURING PARK OIL SITES ROAD ELLESMERE PORT, X0 CH65 4EY			Exec VP, Business Operations	

Signatures

Nicola Earl 03/09/2011
 **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).

Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 414 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

(1) Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 649 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.

(2) Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 917 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.

(3) Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 727 shares to enable him to pay the acquisition price obligations in respect of the exercise of options.

(4) 25% vested = 1000

Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 510 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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