

BRACEWELL Mark  
Form 4  
August 20, 2012

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
BRACEWELL Mark

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)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)

8375 SOUTH WILLOW STREET

08/15/2012

Group Financial Controller

(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

LITTLETON, CO 80124

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/14/2012		S		1,046 D 31.07 3,649 <u>(1)</u>	D	
					\$ <u>(7)</u>		
Common Stock	08/14/2012		S		1,200 D 31.07 3,649 <u>(2)</u>	D	
					\$ <u>(8)</u>		
Common Stock	08/14/2012		S		750 D 31.07 3,649 <u>(3)</u>	D	
					\$ <u>(9)</u>		

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
Stock Option	\$ 4.62	08/14/2012		M	1,046	03/24/2012 03/24/2019	Common Stock	1,046
Stock Option	\$ 20.23	08/14/2012		M	1,200	02/20/2011 02/20/2018	Common Stock	1,200
Stock Option	\$ 27.085	08/14/2012		M	750	02/21/2010 02/21/2017	Common Stock	750

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BRACEWELL Mark  
8375 SOUTH WILLOW STREET  
LITTLETON, CO 80124

Group Financial Controller

## Signatures

Nicola Earl

08/17/2012

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

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

(7) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$31.00 and \$31.17 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.

(8) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$31.00 and \$31.17 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.

(9) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$31.00 and \$31.17 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.

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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