

Williams Patrick  
Form 4  
February 25, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Williams Patrick

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

ENGLEWOOD, CO CO80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2019

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)  
PRESIDENT & CEO

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  | (D)  | Price   |
| Common Stock                    | 02/22/2019                           |  | M                              |   | 21,120  | A  | \$ 0  |
| Common Stock                    | 02/22/2019                           |  | F                              |   | 9,367<br>(1)  | D  | \$ 78.1933  |
| Common Stock                    | 02/22/2019                           |  | M                              |   | 7,040   | A  | \$ 44.18  |
| Common Stock                    | 02/22/2019                           |  | F                              |   | 5,336<br>(2)  | D  | \$ 78.1933  |
| Common Stock                    | 02/22/2019                           |  | S                              |   | 1,704   | D  | \$ 80.5072  |

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|              |            |   |              |   |            |         |   |
|--------------|------------|---|--------------|---|------------|---------|---|
| Common Stock | 02/22/2019 | M | 6,805        | A | \$ 43.95   | 202,272 | D |
| Common Stock | 02/22/2019 | F | 5,147<br>(2) | D | \$ 78.1933 | 197,125 | D |
| Common Stock | 02/22/2019 | S | 1,658        | D | \$ 80.5072 | 195,467 | D |

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 |                    | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                       | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|-----------------------|---|----------------------------|
|  |  |                                      |  |                                | Acquired (A)                       | or Disposed of (D) | Date Exercisable   | Expiration Date       |   |                            |
|  |  |                                      |  | Code                           | V                                  | (A)                | (D)  |                       | Title   | Amount or Number of Shares |
| Stock Options (PRSOP)                      | \$ 0   | 02/22/2019                           |  | M                              |                                    | 21,120             |  | 02/22/2019 02/22/2026 | Common Stock  | 21,120                     |
| Stock Options (CSOP B)                     | \$ 44.18   | 02/22/2019                           |  | M                              |                                    | 7,040              |  | 02/22/2019 02/22/2026 | Common Stock  | 7,040                      |
| Stock Options (CSOP B)                     | \$ 43.95   | 02/22/2019                           |  | M                              |                                    | 6,805              |  | 02/23/2018 02/23/2025 | Common Stock  | 6,805                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Williams Patrick<br>8310 SOUTH VALLEY HIGHWAY<br>SUITE 350 |               |           | PRESIDENT & CEO |       |

ENGLEWOOD, CO CO80112

## Signatures

Patrick S  
Williams

02/25/2019

\_\_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) Shares of Common Stock withheld to meet tax liability
- (2) Shares of common stock withheld to pay acquisition price and tax and social securities liabilities

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