

Williams Patrick
Form 4
May 16, 2012

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 *
Williams Patrick

(Last) (First) (Middle)
8375 SOUTH WILLOW STREET
(Street)

LITTLETON, CO 80124

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2012

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)
Exec VP & President, Fuel Spec

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		
Common Stock	05/14/2012	05/14/2012	S		15,713	D	
					\$ 29.48		
					<u>(1)</u>		
Common Stock	05/15/2012	05/15/2012	S		9,887	D	
					\$ 29.06		
					<u>(2)</u>		
Common Stock	05/15/2012	05/15/2012	S		10,313	D	
					\$ 29.06		
					<u>(3)</u>		

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	\$ 4.07	05/14/2012	05/14/2012	M	15,713	04/02/2012	04/02/2019	Common Stock	15,713
Stock Options	\$ 4.07	05/15/2012	05/15/2012	M	9,887	04/02/2012	04/02/2019	Common Stock	9,887
Stock Options	\$ 4.62	05/15/2012	05/15/2012	M	10,313	03/24/2012	03/24/2019	Common Stock	10,313

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Patrick 8375 SOUTH WILLOW STREET LITTLETON, CO 80124			Exec VP & President, Fuel Spec	

Signatures

Nicola Earl 05/16/2012

**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).

The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$29.14 and \$29.77 per (1) share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$29.03 and \$29.40 per (2) share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

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- The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$29.03 and \$29.40 per
- (3) share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
 - (4) Total includes trances in other options. 9887 remain outstanding in this trance in relation to options acquired pursuant to CSOP B 2 Apr 2009
 - (5) Total reflects options in other trances only.
 - (6) Total includes trances in other options. 3964 remain outstanding in this trance in relation to options acquired pursuant to CSOP B 24 Mar 2009

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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