

Hartley Andrew
Form 4
March 07, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Hartley Andrew

(Last) (First) (Middle)

INNOSPEC MANUFACTURING
PARK, OIL SITES ROAD,
ELLESMERE PORT

(Street)

CHESHIRE, X0 CH65 4EY

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2011

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)
VP & General Counsel

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/04/2011	03/04/2011	M	98 ⁽¹⁾	\$ 0	D	
Common Stock	03/04/2011	03/04/2011	M	2,607 ⁽²⁾	\$ 0	D	
Common Stock	03/04/2011	03/04/2011	M	648 ⁽³⁾ ₍₄₎	\$ 0	D	
Common Stock	03/04/2011	03/04/2011	M	210 ⁽⁵⁾	\$ 20.23	D	
Common Stock	03/04/2011	03/04/2011	M	109 ⁽⁶⁾	\$ 20.23	D	

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 Andrew Hartley in lieu of the transfer of the remaining 102 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

(1) Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 2713 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

(2) 25% of 5289 vested = 1323

(3) Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 675 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

(4) Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan A, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 680 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

(5) Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan B, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 880 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.