

INNOSPEC INC.  
Form 4  
February 25, 2015

**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 \*  
Watt Brian

(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)  
02/23/2015

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, Strat Plan & Regulatory

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 (A) or (D) Price   |  |   |
| Common Stock                    | 02/23/2015                           |  | M                              |   | 641 A \$ 0  | 38,478   | D   |
| Common Stock                    | 02/24/2015                           |  | S                              |   | 302 D \$ 43.8997  | 38,176   | D   |
| Common Stock                    | 02/24/2015                           |  | M                              |   | 1,175 A \$ 29.56  | 39,351   | D   |
| Common Stock                    | 02/24/2015                           |  | F                              |   | 791 <sup>(1)</sup> D \$ 43.9233   | 38,560   | D   |
| Common Stock                    | 02/24/2015                           |  | M                              |   | 267 A \$ 29.56  | 38,827   | D   |

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|              |            |   |                      |   |            |        |   |
|--------------|------------|---|----------------------|---|------------|--------|---|
| Common Stock | 02/24/2015 | F | 221 <sup>(1)</sup>   | D | \$ 43.9233 | 38,606 | D |
| Common Stock | 02/24/2015 | M | 3,846 <sup>(2)</sup> | A | \$ 0       | 42,452 | D |
| Common Stock | 02/24/2015 | F | 1,808                | D | \$ 43.9233 | 40,644 | D |

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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Stock Options                              | \$ 43.95   | 02/23/2015                           |  | A                              | 1,322   | 02/23/2018 02/23/2025                                    | Common Stock  | 1,322                      |
| Stock Options                              | \$ 0   | 02/23/2015                           |  | A                              | 3,636   | 02/23/2018 02/23/2025                                    | Common Stock  | 3,636                      |
| Stock Options                              | \$ 0   | 02/23/2015                           |  | M                              | 641   | 02/23/2015 02/23/2022                                    | Common Stock  | 641                        |
| Stock Options                              | \$ 29.56   | 02/24/2015                           |  | M                              | 1,175   | 02/23/2015 02/23/2022                                    | Common Stock  | 1,175                      |
| Stock Options                              | \$ 29.56   | 02/24/2015                           |  | M                              | 267   | 02/23/2015 02/23/2022                                    | Common Stock  | 267                        |
| Stock Options                              | \$ 0   | 02/24/2015                           |  | M                              | 3,965   | 02/23/2015 02/23/2022                                    | Common Stock  | 3,965                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

Watt Brian  
8310 SOUTH VALLEY HIGHWAY  
SUITE 350  
ENGLEWOOD, CO CO80112

VP, Strat Plan  
& Regulatory

## Signatures

Brian Watt

02/25/2015

\*\*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 pay acquisition price and tax and social securities liabilities
  - (2) 97% of the PRSOP granted

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.