INNOSPEC INC.
Form 4/A
March 12, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOON PHILIP JOHN

(Last) (First) (Middle)

8310 SOUTH VALLEY HIGHWAY, SUITE 350

(Street)

ENGLEWOOD, CO CO8112

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
02/23/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive VP Business Ops

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/24/2015		M		1,170	A	$ 29.56	41,465	D	
Common Stock	02/24/2015		F		788 (1)	D	$ 43.9233	40,677	D	
Common Stock	02/24/2015		M		536	A	$ 29.56	41,213	D	
Common Stock	02/24/2015		F		443 (1)	D	$ 43.9233	40,770	D	
Common Stock	02/24/2015		M		4,539 (2)	A	$ 0	45,319	D	

Common Stock	02/24/2015		F	2,138 (1)	D	$ 43.9233	43,181	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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		776		02/23/2018	02/23/2025	Common Stock	776
Stock Options	$ 43.95	02/23/2015		A		506		02/23/2018	02/23/2025	Common Stock	506
Stock Options	$ 0	02/23/2015		A		3,524		02/23/2018	02/23/2025	Common Stock	3,524
Stock Options	$ 29.56	02/24/2015		M			1,170	02/23/2015	02/23/2022	Common Stock	1,170
Stock Options	$ 29.56	02/24/2015		M			536	02/23/2015	02/23/2022	Common Stock	536
Stock Options	$ 0	02/24/2015		M			4,690	02/23/2015	02/23/2022	Common Stock	4,690

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOON PHILIP JOHN 8310 SOUTH VALLEY HIGHWAY SUITE 350 ENGLEWOOD, CO CO8112			Executive VP Business Ops	

Signatures

Philip J Boon	03/12/2015
**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 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.
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