

Williams Patrick
Form 4
February 25, 2019

FORM 4

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

OMB APPROVAL

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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 (1) | D | \$ 78.1933 |
| Common Stock | 02/22/2019 | | M | | 7,040 | A | \$ 44.18 |
| Common Stock | 02/22/2019 | | F | | 5,336 (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 (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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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 (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 8310 SOUTH VALLEY HIGHWAY 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

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.