

BEW ROBERT ERNEST
Form 4
March 07, 2012

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
BEW ROBERT ERNEST

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

LITTLETON, CO 80124

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/29/2012 | 02/29/2012 | M | | 1,117 ⁽¹⁾ A \$ 9.965 | 72,673 | D |
| Common Stock | 02/29/2012 | 02/29/2012 | M | | 71 ⁽²⁾ A \$ 27.085 | 72,744 | D |
| Common Stock | 02/29/2012 | 02/29/2012 | M | | 378 ⁽³⁾ A \$ 20.23 | 73,122 | D |

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

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SEC 1474
(9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 19.93 | 02/29/2012 | 02/29/2012 | M | 3,312 | 02/13/2009 02/13/2016 | Common Stock | 3,312 |
| Stock Options | \$ 27.085 | 02/29/2012 | 02/29/2012 | M | 1,218 | 02/21/2010 02/21/2017 | Common Stock | 1,218 |
| Stock Options | \$ 20.23 | 02/29/2012 | 02/29/2012 | M | 2,224 | 02/20/2011 02/20/2018 | Common Stock | 2,224 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BEW ROBERT ERNEST 8375 SOUTH WILLOW STREET LITTLETON, CO 80124 | X | | | |

Signatures

Nicola Earl 03/07/2012

**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).

Pursuant to Clause 11 of the Rules of the Innospec Inc Non-Employee Directors Stock Option Plan, a cash payment is being made to
(1) Robert Bew in lieu of the transfer of the remaining 2,195 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options

Pursuant to Clause 11 of the Rules of the Innospec Inc Non-Employee Directors Stock Option Plan, a cash payment is being made to
(2) Robert Bew in lieu of the transfer of the remaining 1,147 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.

Pursuant to Clause 11 of the Rules of the Innospec Inc Non-Employee Directors Stock Option Plan, a cash payment is being made to
(3) Robert Bew in lieu of the transfer of the remaining 1,846 shares to enable him to pay the acquisition price and 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.

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