

Williams Patrick  
Form 4/A  
May 21, 2012

**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 \*  
Williams Patrick

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)  
05/14/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec VP & President, Fuel Spec

LITTLETON, CO 80124

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/14/2012

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  |  |   |
| Common Stock                    | 05/10/2012                           | 05/10/2012   | S                              |   | 9,347   | D  |   |
|                                 |                                      |  |                                |   |   |  | \$<br><u>(1)</u>                                      |
| Common Stock                    | 05/10/2012                           | 05/10/2012   | S                              |   | 1,364   | D  |   |
|                                 |                                      |  |                                |   |   |  | \$<br><u>(3)</u>                                      |
| Common Stock                    | 05/11/2012                           | 05/11/2012   | S                              |   | 13,636  | D  |   |
|                                 |                                      |  |                                |   |   |  | \$<br><u>(5)</u>                                      |
| Common Stock                    | 05/11/2012                           | 05/11/2012   | S                              |   | 4,400   | D  |   |
|                                 |                                      |  |                                |   |   |  | \$<br>30.37   |

(7)

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

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SEC 1474  
(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                              | \$ 20.23   | 05/10/2012                           | 05/10/2012   | M                              |   | 9,347  |     | 02/20/2011  | 02/20/2018      | Common Stock | 9,347                      |
| Stock Options                              | \$ 0   | 05/10/2012                           | 05/11/2012   | M                              |   | 1,364  |     | 03/24/2012  | 03/24/2019      | Common Stock | 1,364                      |
| Stock Options                              | \$ 0   | 05/11/2012                           | 05/11/2012   | M                              |   | 13,636   |     | 03/24/2012  | 03/24/2019      | Common Stock | 13,636                     |
| Stock Options                              | \$ 4.07  | 05/11/2012                           | 05/11/2012   | M                              |   | 4,400  |     | 03/24/2012  | 03/24/2019      | Common Stock | 4,400                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| Williams Patrick<br>8375 SOUTH WILLOW STREET<br>LITTLETON, CO 80124 |               |           | Exec VP &<br>President, Fuel<br>Spec |       |

## Signatures

Nicola Earl 05/21/2012

\*\*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).

(1) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.65 and \$31.23 per share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(2) Total includes options in other tranches. 13636 remain outstanding in this tranche in relation to options acquired pursuant to PRSOP 24 March 2009.

(3) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.65 and \$31.23 per share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(4) Total reflects options in other tranches only.

(5) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.12 and \$30.82 per share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(6) Total includes options in other tranches. 25600 remain outstanding in this tranche in relation to options acquired pursuant to CSOP B 2 April 2009.

(7) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.12 and \$30.82 per share. The sale price reported represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

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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