

BOON PHILIP JOHN  
Form 4  
March 09, 2011

**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 \*  
BOON PHILIP JOHN

(Last) (First) (Middle)

INNOSPEC MANUFACTURING  
PARK, OIL SITES ROAD

(Street)

ELLESMERE PORT, X0 CH65 4EY

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/09/2011

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)  
Exec VP, Business Operations

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	03/07/2011	03/07/2011	M		4,116 <sup>(1)</sup> A \$ 0	D	
Common Stock	03/07/2011	03/07/2011	M		1,051 <sup>(2)</sup> D \$ 29.7487	D	
Common Stock	03/07/2011	03/07/2011	M		266 <sup>(3)</sup> D \$ 29.7487	D	
Common Stock	03/07/2011	03/07/2011	M		90 <sup>(4)</sup> D \$ 29.7487	D	
Common Stock	03/07/2011	03/07/2011	M		490 <sup>(5)</sup> <sub>(6)</sub> D \$ 29.7487	D	

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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)	8.
					V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 0	03/07/2011	03/07/2011	M	4,530	02/13/2011	02/13/2016	Common Stock	4,530
Stock Options	\$ 9.97	03/07/2011	03/07/2011	M	1,700	02/13/2009	02/13/2016	Common Stock	1,700
Stock Options	\$ 20.23	03/07/2011	03/07/2011	M	1,183	02/20/2011	02/20/2018	Common Stock	1,183
Stock Options	\$ 20.23	03/07/2011	03/07/2011	M	817	02/20/2011	02/20/2018	Common Stock	817
Stock Options	\$ 0	03/07/2011	03/07/2011	M	4,000	02/20/2011	02/20/2018	Common Stock	4,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOON PHILIP JOHN INNOSPEC MANUFACTURING PARK OIL SITES ROAD ELLESMERE PORT, X0 CH65 4EY			Exec VP, Business Operations	

**Signatures**

Nicola Earl                      03/09/2011  
 \*\*Signature of                      Date  
 Reporting Person

## 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 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 414 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

(1) Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 649 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.

(2) Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 917 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.

(3) Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 727 shares to enable him to pay the acquisition price obligations in respect of the exercise of options.

(4) 25% vested = 1000

Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Philip Boon in lieu of the transfer of the remaining 510 shares to enable him to pay 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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