

HESSNER CATHERINE
Form 4/A
March 31, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HESSNER CATHERINE

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)
INNOSPEC MANUFACTURING
PARK, OIL SITES ROAD,
ELLESMERE PORT

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP - Human Resources

(Street)
CHESHIRE, X0 CH65 4EY

4. If Amendment, Date Original Filed(Month/Day/Year)
03/31/2011

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) | | | 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 | 03/03/2011 | 03/03/2011 | S | | 515 | D | \$ 26.6015 | 24,338 | D | |
| Common Stock | 03/02/2011 | 03/02/2011 | M | | 1,458 | D | \$ 25.6765 | 24,853 | D | |
| Common Stock | 03/02/2011 | 03/02/2011 | M | | 1,659 | A | \$ 20.23 | 26,311 | D | |
| Common Stock | 03/02/2011 | 03/02/2011 | M | | 954 | D | \$ 25.6765 | 24,652 | D | |
| Common Stock | 03/02/2011 | 03/02/2011 | M | | 1,268 | A | \$ 20.23 | 25,606 | 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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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 20.23 | 03/02/2011 | 03/02/2011 | M | 1,268 | 02/20/2011 02/20/2018 | Common Stock | 1,268 |
| Stock Options | \$ 20.23 | 03/02/2011 | 03/02/2011 | M | 1,659 | 02/20/2011 02/20/2018 | Common Stock | 1,659 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HESSNER CATHERINE INNOSPEC MANUFACTURING PARK OIL SITES ROAD, ELLESMERE PORT CHESHIRE, X0 CH65 4EY | | | Senior VP - Human Resources | |

Signatures

Nicola Earl 03/31/2011

**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).

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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