

Innophos Holdings, Inc.  
Form 4  
April 01, 2014

**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 \*  
Thurston Mark

(Last) (First) (Middle)

259 PROSPECT PLAINS ROAD

(Street)

CRANBURY, NJ 08512

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Innophos Holdings, Inc. [IPHS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/28/2014

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)  
VP

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 Ownership (Instr. 4)
				Code V	Amount or Price (A) or (D)		
Common Stock	03/28/2014			A	1,148 (1) \$ 55.98	A	8,549 D
Common Stock	03/28/2014			F	196 (2) \$ 55.98	D	8,353 D
Common Stock	04/01/2014			S(3)	1,034 (4) \$ 57.1	D	7,319 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)

number.

**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
2014 Option to Purchase Common Stock	\$ 55.49	03/28/2014		A	3,312	<sup>(5)</sup> 03/28/2024	Common Stock	3,312

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thurston Mark 259 PROSPECT PLAINS ROAD CRANBURY, NJ 08512			VP	

## Signatures

James A. Testa, Attorney in Fact	04/01/2014
_____ **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) On March 28, 2014, these shares of restricted common stock were granted to the reporting person, to be held in escrow, subject to certain vesting and forfeiture provisions. The grant vests in three equal installments over a three year period beginning March 28, 2015. The second installment date is March 28, 2016, followed by the third installment date of March 28, 2017.
  - (2) Represents the number of restricted shares granted in 2012/2013 withheld for tax purposes.
  - (3) Transactions carried out by the reporting person pursuant to a plan established on August 15, 2013 under Rule 10b5-1 for the purpose, among others, of paying income taxes and diversifying investments.
  - (4) Shares of Common Stock were sold at prices ranging from a low of \$57.00 to a high of \$57.26 for an average of \$57.10 per share.
  - (5) The reporting person was granted options on March 28, 2014. Options vest in 3 equal annual installments beginning March 28, 2015.

## Edgar Filing: Innophos Holdings, Inc. - Form 4

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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