

Innophos Holdings, Inc.
Form 4
April 03, 2008

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 *
Heyse Richard

(Last) (First) (Middle)

259 PROSPECT PLAINS ROAD, BUILDING N

(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)
01/10/2008

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 & CFO

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	01/10/2008		G		600	D	\$ 12.69 (1)
Common Stock	01/13/2008		G		200	D	\$ 12.18 (2)
Common Stock	01/14/2008		G		6,000	D	\$ 12.18 (3)
Common Stock	04/01/2008		S ⁽⁵⁾		10,000	D	\$ 16.21

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(4)

Common Stock	04/02/2008	M	6,800	A	\$ 2.55	61,923	D	
Common Stock						1,500	I	Clarence S. Nielsen Trust

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. Amount or Number of Shares
Options to Purchase Common Stock	\$ 2.55	04/02/2008		M	6,800	<u>(6)</u> 04/01/2015	Common Stock	6,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heyse Richard 259 PROSPECT PLAINS ROAD BUILDING N CRANBURY, NJ 08512			VP & CFO	

Signatures

/s/ James A. Testa, attorney
in fact

04/03/2008

__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) Closing price of the Common Stock was \$12.69 on 01-10-08, the date of disposition.

(2) Closing price of the Common Stock was \$12.18 on 01-14-08, the date of disposition.

(3) Closing price of the Common Stock was \$12.18 on 01-14-08, the date of disposition.

(4) Shares of Common Stock were sold at a price ranging from a low of \$16.08 per share to a high of \$16.41 per share.

Transactions carried out by the reporting person pursuant to a plan established on June 4, 2007 under Rule 10b5-1 for the purpose, among others, of paying income taxes on option exercises and elections under IRC Section 83(b), funding college plans under IRC Section 529 and diversifying investments.

Represents a portion of the reporting person's 135,629 original granted options which have the following vesting schedule; 20% vested on August 13, 2005, 5% vested upon each January 1, April 1 and October 1 for a five year period thereafter, and 10% vested in connection with the consummation of the Company's initial public offering of its stock on November 7, 2006.

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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