

BRACEWELL Mark  
Form 4/A  
August 15, 2012

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
BRACEWELL Mark

(Last) (First) (Middle)

8375 SOUTH WILLOW STREET

(Street)

LITTLETON, CO 80124

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/24/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)

Group Financial Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	05/24/2012		M		625	A	\$ 0
Common Stock	05/24/2012		M		2,616	A	\$ 0
Common Stock	05/24/2012		M		1,320	A	\$ 0
Common Stock	05/24/2012		F <sup>(5)</sup>		2,372 <u>(1)</u>	D	\$ 27.2833
					2,085	D	<u>(2)</u>
					4,701	D	<u>(3)</u>
					6,021	D	<u>(4)</u>
					3,649	D	<u>(6)</u>

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	\$ 0	05/24/2012		M	625	02/20/2011 02/20/2018	Common Stock	625
Stock Options	\$ 0	05/24/2012		M	2,616	03/24/2012 03/24/2019	Common Stock	2,616
Stock Options	\$ 0	05/24/2012		M	1,320	02/13/2011 02/03/2016	Common Stock	1,320

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

BRACEWELL Mark  
8375 SOUTH WILLOW STREET  
LITTLETON, CO 80124

Group Financial Controller

## Signatures

Nicola Earl

08/15/2012

\*\*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) Shares of common stock withheld to pay tax liability.

(2) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

(3) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

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- (4) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (5) Technical amendment - previously this same information was declared in footnote form
- (6) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (7) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (8) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (9) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

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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