

Cleminson Ian
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 *
Cleminson Ian

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)
8375 SOUTH WILLOW STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP & CFO

LITTLETON, CO 80124

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/14/2012

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 | Price | |
| Common Stock | 05/10/2012 | 05/10/2012 | S | | 11,285 | \$ 30.93 (1) | D |
| Common Stock | 05/10/2012 | 05/10/2012 | S | | 4,102 | \$ 30.93 (2) | D |
| Common Stock | 05/10/2012 | 05/10/2012 | S | | 2 | \$ 30.93 (3) | 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)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options | \$ 0 | 05/10/2012 | 05/10/2012 | M | 11,285 | 03/24/2012 03/24/2019 | Common Stock | 11,285 |
| Stock Options | \$ 4.62 | 05/10/2012 | 05/10/2012 | M | 4,102 | 03/24/2012 03/24/2019 | Common Stock | 4,102 |
| Stock Options | \$ 4.62 | 05/10/2012 | 05/10/2012 | M | 2 | 03/24/2012 03/24/2019 | Common Stock | 2 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cleminson Ian
8375 SOUTH WILLOW STREET
LITTLETON, CO 80124

Exec VP & CFO

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) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.65 and \$31.23 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(2) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.65 and \$31.23 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

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- The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$30.65 and \$31.23 per
- (3) share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
 - (4) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (5) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (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.

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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