

Cleminson Ian
Form 4/A
February 24, 2011

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 *
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)
INNOSPEC MANUFACTURING
PARK, OIL SITES ROAD,
ELLESMERE PORT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2011

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

CHESHIRE, X0 CH65 4EY

4. If Amendment, Date Original Filed(Month/Day/Year)
02/23/2011

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) (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 | 02/18/2011 | 02/18/2011 | P ⁽¹⁾ | | 942 | A | \$ 26.935 ⁽²⁾ |
| Common Stock | 02/18/2011 | 02/18/2011 | P ⁽³⁾ | | 1,565 | A | \$ 26.935 ⁽⁴⁾ |
| Common Stock | 02/22/2011 | 02/22/2011 | M | | 546 ⁽⁵⁾ | A | \$ 0 15,135 |
| Common Stock | 02/22/2011 | 02/22/2011 | M | | 1,353 ⁽⁶⁾ | A | \$ 0 16,488 |

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(3) Special Bonus

This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions ranged from

- (4) \$26.9250 to \$26.9500. Upon request by the SEC, the Issuer, or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were affected.

Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Ian

- (5) Cleminson in lieu of the transfer of the remaining 524 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Ian

- (6) Cleminson in lieu of the transfer of the remaining 1300 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.