Dawson William Martin Form 4 February 14, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Dawson William Martin**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INNOSPEC INC. [IOP] 3. Date of Earliest Transaction

(Check all applicable)

(First)

(Street)

(State)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

59 NEW ROAD, RUSCOMBE,

02/13/2006

below) Exec VP Performance Chemicals

READING

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

BERKSHIRE, X0 RG10 9LN

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Securities Security or Exercise any Code (Month/Day/Year)

7. Title and Amount of

Underlying Securities

(Instr. 3 and 4)

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(Instr. 3)		Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A) or Disposed of (D) (Instr. 3, 4, and 5)				
					Code V	/ (A) (D	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
OPTIO	NS	\$ 0	02/13/2006	02/13/2006	A	3,840	02/13/2009	02/13/2016	COMMON STOCK	3,840
OPTIO	NS	\$ 19.93	02/13/2006	02/13/2006	A	1,280	02/13/2009	02/13/2016	COMMON STOCK	1,280

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Dawson William Martin 59 NEW ROAD RUSCOMBE, READING BERKSHIRE, X0 RG10 9LN			Exec VP Performance Chemicals				

Signatures

bannisterj@octel-corp.com
02/14/2006

**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).

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.

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