

BRACEWELL Mark
Form 4
August 20, 2012

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 *
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)
08/15/2012

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) ___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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/14/2012 | | S | | 1,046 D 31.07 3,649 <u>(1)</u> <u>(7)</u> | D | |
| Common Stock | 08/14/2012 | | S | | 1,200 D 31.07 3,649 <u>(2)</u> <u>(8)</u> | D | |
| Common Stock | 08/14/2012 | | S | | 750 D 31.07 3,649 <u>(3)</u> <u>(9)</u> | D | |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 4.62 | 08/14/2012 | | M | 1,046 | 03/24/2012 03/24/2019 | Common Stock | 1,046 |
| Stock Option | \$ 20.23 | 08/14/2012 | | M | 1,200 | 02/20/2011 02/20/2018 | Common Stock | 1,200 |
| Stock Option | \$ 27.085 | 08/14/2012 | | M | 750 | 02/21/2010 02/21/2017 | Common Stock | 750 |

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 08/17/2012

**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) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (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) 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) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$31.00 and \$31.17 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.

(8) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$31.00 and \$31.17 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.

(9) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$31.00 and \$31.17 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.

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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