

INNOSPEC INC.  
Form 4  
February 25, 2015

**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 \*  
**BOON PHILIP JOHN**

(Last) (First) (Middle)  
**8310 SOUTH VALLEY  
HIGHWAY, SUITE 350**  
  
(Street)

**ENGLEWOOD, CO CO8112**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/23/2015**

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)  Other (specify below)  
**Executive VP Business Ops**

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 (A) or (D) Price		
Common Stock	02/24/2015		M		1,170 A \$ 29.56	44,722	D
Common Stock	02/24/2015		F		788 <sup>(1)</sup> D \$ 43.9233	43,934	D
Common Stock	02/24/2015		M		536 A \$ 29.56	44,470	D
Common Stock	02/24/2015		F		443 <sup>(1)</sup> D \$ 43.9233	44,027	D
Common Stock	02/24/2015		M		4,539 <sup>(2)</sup> A \$ 0	48,576	D

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Common Stock      02/24/2015      F      2,138      D      \$ 43.9233      46,438      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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Options	\$ 43.95	02/23/2015		A		776		Common Stock	776
Stock Options	\$ 43.95	02/23/2015		A		506		Common Stock	506
Stock Options	\$ 0	02/23/2015		A		3,524		Common Stock	3,524
Stock Options	\$ 29.56	02/24/2015		M		1,170		Common Stock	1,170
Stock Options	\$ 29.56	02/24/2015		M		536		Common Stock	536
Stock Options	\$ 0	02/24/2015		M		4,690		Common Stock	4,690

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOON PHILIP JOHN 8310 SOUTH VALLEY HIGHWAY SUITE 350 ENGLEWOOD, CO CO8112			Executive VP Business Ops	

## Signatures

Philip J Boon

02/25/2015

\*\*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 and social securities liabilities
  - (2) 97% of the PRSOP granted

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