

BRACEWELL Mark
Form 4/A
May 29, 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)
05/24/2012

4. If Amendment, Date Original Filed (Month/Day/Year)
05/24/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Group Financial Controller

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 | 05/24/2012 | 05/24/2012 | M | | 300 ⁽¹⁾ A \$ 0 1,760 | D | |
| Common Stock | 05/24/2012 | 05/24/2012 | M | | 1,255 ⁽²⁾ A \$ 0 3,015 | D | |
| Common Stock | 05/24/2012 | 05/24/2012 | M | | 634 ⁽³⁾ A \$ 0 3,649 | 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)

number.

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 Options | \$ 0 | 05/24/2012 | 05/24/2012 | M | 625 | 02/20/2011 02/20/2018 | Common Stock | 625 |
| Stock Options | \$ 0 | 05/24/2012 | 05/24/2012 | M | 2,616 | 03/24/2012 03/24/2019 | Common Stock | 2,616 |
| Stock Options | \$ 0 | 05/24/2012 | 05/24/2012 | M | 1,320 | 02/13/2011 02/03/2016 | Common Stock | 1,320 |

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 05/29/2012

**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).

Pursuant to Clause 12 of the rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to the Reporting Person in lieu of the transfer of the remaining 325 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 the Reporting Person in lieu of the transfer of the remaining 1361 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

(3)

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Pursuant to Clause 12 of the rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to the Reporting Person in lieu of the transfer of the remaining 686 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.