

Williams Patrick
Form 4
March 15, 2019

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 *
Williams Patrick

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

ENGLEWOOD, CO CO80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2019

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)
PRESIDENT & CEO

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 or Price | | |
| Common Stock | 03/13/2019 | | S | | 1,858 (1) \$ 83.4493 (2) | D | |
| Common Stock | 03/13/2019 | | S | | 4,925 (3) \$ 83.9228 (4) | D | |
| Comon Stock | 03/13/2019 | | S | | 200 (5) \$ 84.615 (6) | D | |
| Common Stock | 03/14/2019 | | S | | 6,133 (3) (7) \$ 83.2116 (8) | D | |

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Common Stock 03/14/2019 S 392⁽³⁾₍₉₎ D \$ 82.6817 174,929 D (10)

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Patrick 8310 SOUTH VALLEY HIGHWAY SUITE 350 ENGLEWOOD, CO CO80112 | | | PRESIDENT & CEO | |

Signatures

Patrick S Williams 03/15/2019

 Date
**Signature of Reporting Person

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) The amount of shares sold formed part of a single order placed with the broker for the sale of 35,000 shares. 26,112 shares are still to be sold.

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- (2) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$82.49 and \$83.15 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.
- (3) The amount of shares sold formed part of a single order placed with the broker for the sale of 35,000 shares. 21,187 shares are still to be sold.
- The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$83.52 and \$84.505 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.
- (4) The amount of shares sold formed part of a single order placed with the broker for the sale of 35,000 shares. 20,987 shares are still to be sold.
- (5) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$84.61 and \$84.62 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.
- (6) The amount of shares sold formed part of a single order placed with the broker for the sale of 35,000 shares. 14,854 shares are still to be sold.
- (7) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$82.73 and \$83.73 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.
- (8) The amount of shares sold formed part of a single order placed with the broker for the sale of 35,000 shares. 14,462 shares are still to be sold.
- (9) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$82.58 and \$82.725 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.
- (10)

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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