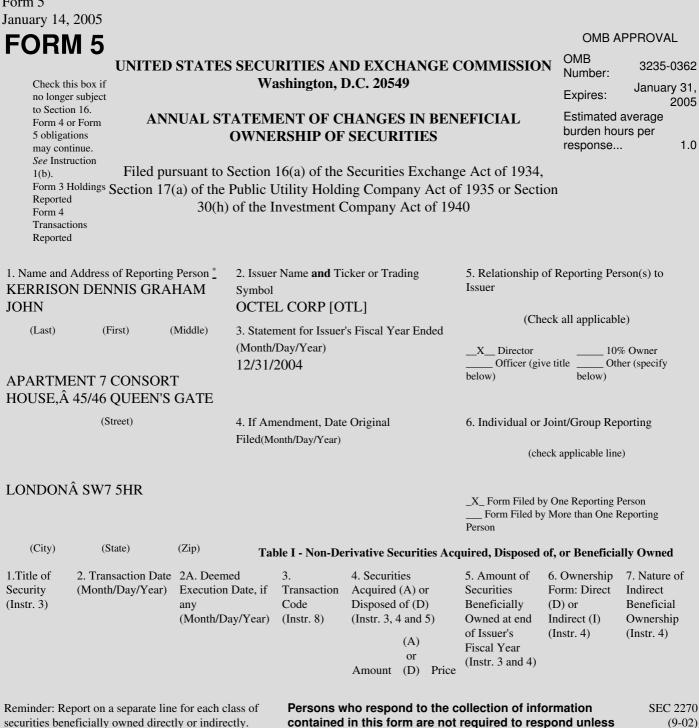
KERRISON DENNIS GRAHAM JOHN

Form 5



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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nui of Sha
OPTIONS	\$ 0	03/02/2004	03/02/2004	Е	Â	2,010	03/02/2004	03/01/2011	COMMON STOCK	2,

Reporting Owners

Reporting Owner Name / Address	Relationships				
FB	Director	10% Owner	Officer	Other	
KERRISON DENNIS GRAHAM JOHN APARTMENT 7 CONSORT HOUSE 45/46 QUEEN'S GATE LONDONÂ SW7 5HR	ÂX	Â	Â	Â	
Signatures					
bannisterj@octel-corp.com 01/1	4/2005				

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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.