Edgar Filing: OCTEL CORP - Form 4

OCTEL CODD

Form 4									
February 18, 20	05								
FORM 4			CECU					N.T.	PPROVAL
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287
Check this bo if no longer		STATEMENT OF CHANGES IN BENEFICIAL OWNERS							January 31, 2005
subject to Section 16. Form 4 or Form 5		SECU	RITIES	Estimated burden hou response	average Jrs per				
obligations may continue <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940		
(Print or Type Resp	oonses)								
1. Name and Addro JENNINGS PA	2. Issuer Name and Ticker or Trading Symbol OCTEL CORP [OTL]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(Chi	eck all applicabl	e)
FLAT 3 PARK ROAD, ALTRI	(Month/Day/Year) 02/18/2005				Director10% Owner XOfficer (give titleOther (specify below)below) Executive VP & CFO				
(Street) 4. If Amendment, Dat Filed(Month/Day/Year)				-	Applicable Line) _X_ Form filed by			Dint/Group Filing(Check One Reporting Person More than One Reporting	
CHESTIKE W	711+ +QJ						Person		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	curity (Month/Day/Year) Execution Date, if Transactio		4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
				Code V		(D) Price	. ,		
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities bene	-	-	-	ation of a	NEC 1474
					inforn requir	nation cont red to response ays a current	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: OCTEL CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
OPTIONS	\$ 19.77	02/18/2005	02/18/2005	А	2,820	02/18/2008	02/18/2015	COMMON STOCK	2,820
OPTIONS	\$ 0	02/18/2005	02/18/2005	А	8,460	02/18/2008	02/18/2015	COMMON STOCK	8,460

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
JENNINGS PAUL WILLIS FLAT 3 PARK GATE BRADGATE ROAD ALTRINCHAM CHESHIRE WA14 4QJ			Executive VP & CFO					
Signatures								
bannisterj@octel-corp.com 02/18/2	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 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.