

KERRISON DENNIS GRAHAM JOHN

Form 4

February 22, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**KERRISON DENNIS GRAHAM
JOHN**

(Last) (First) (Middle)

**APARTMENT 7 CONSORT
HOUSE, 45/46 QUEEN'S GATE**

(Street)

LONDON SW7 5HR

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OCTEL CORP [OTL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2005

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)

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	02/18/2005	02/18/2005	M		82,513	A	\$ 7.8125	172,096 D
COMMON STOCK	02/18/2005	02/18/2005	S		33,500	D	\$ 19.011	138,596 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)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares of Underlying Security
OPTION	\$ 7.8125	02/18/2005	02/18/2005	M		55,009		01/01/2004	05/10/2010	COMMON STOCK	55,009
OPTION	\$ 7.8125	02/18/2005	02/18/2005	M		27,504		05/11/2003	05/10/2010	COMMON STOCK	27,504
OPTION	\$ 19.77	02/18/2005	02/18/2005	A		6,680		02/18/2008	02/18/2015	COMMON STOCK	6,680
OPTION	\$ 0	02/18/2005	02/18/2005	A		25,000		02/18/2008	02/18/2015	COMMON STOCK	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KERRISON DENNIS GRAHAM JOHN APARTMENT 7 CONSORT HOUSE 45/46 QUEEN'S GATE LONDON SW7 5HR	X

Signatures

bannisterj@octel-corp.com 02/21/2005

__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).

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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