Kemp Russell W. Form 4 March 03, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

Number: January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kemp Russell W.

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(Middle)

(Zip)

Innophos Holdings, Inc. [IPHS]

(Check all applicable)

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

Director 10% Owner

259 PROSPECT PLAINS ROAD

03/01/2011

X_ Officer (give title Other (specify below) below)

VP-R&D

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CRANBURY, NJ 08512

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities Acquired n(A) or Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/01/2011		Code V A	Amount 7,200 (1)	(D)	Price \$ 42.5	11,200	D	
Common Stock	03/01/2011		F	2,075 (2)	D	\$ 42.5	9,125	D	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security o (Instr. 3) P		or Exercise Price of Derivative Security	(Monan Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ve es d		Underly Securiti	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Kemp Russell W.

259 PROSPECT PLAINS ROAD VP-R&D

CRANBURY, NJ 08512

Signatures

/s/ Russell 03/03/2011 Kemp

**Signature of Date 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).
- Represents distribution of vested Performance Shares from 2008-2010 performance cycle previously awarded under Long Term Incentive **(1)**
- (2) Represents number of Performance Shares withheld for tax purposes.

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.

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