Brodheim Charles Form 4 April 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Brodheim Charles	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	Innophos Holdings, Inc. [IPHS]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	` 11		
259 PROSPECT PLAINS ROAD	(Month/Day/Year) 03/30/2012	Director 10% Owner _X_ Officer (give title Other (specification) below) Corporate Controller		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CRANBURY, NJ 08512		Form filed by More than One Reporting Person		
(C:t-) (Ct-t-) (7:-)				

(City)	(State)	Table Table	e I - Non-D	erivative Sec	curities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	s Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispo	osed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 a	ınd 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				,	A >	Reported		
					A)	Transaction(s)		
			Code V		or D) Price	(Instr. 3 and 4)		
Common Stock	03/30/2012		A	351 <u>(1)</u> A	\$ 50.12	32,258	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)

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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)		nversion (Month/Day/Year) Execution Date, if Transaction of Exercise any Code Derivative (Month/Day/Year) (Instr. 8) Securivative (A) Dispose of (Instr. 8) Code Derivative (A) Code Derivative (Month/Day/Year) (Instr. 8) Securivative (A)		ctionof Derivative		tiomf Derivative) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Transaction f Code Deriva (Instr. 8) Securit Acquir (A) or Dispos of (D) (Instr. 2)		Expiration Date (ivative (Month/Day/Year) urities uired or oosed D) tr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	v (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Option To Purchase Common Stock	\$ 50.12	03/30/2012		A	97	0	(2)	03/30/2022	Common Stock	970	\$ 5					

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brodheim Charles 259 PROSPECT PLAINS ROAD CRANBURY, NJ 08512			Corporate Controller				

Signatures

/s/James A. Testa, 04/03/2012 attorney-in-fact

**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).
- On March 30, 2012, these shares of restricted common stock were granted to the reporting person, to be held in escrow, subject to certain (1) vesting and forfeiture provisions. The grant vests in three equal installments over a three year period beginning March 30, 2013. The second installment date is March 30, 2014, followed by the third installment date of March 30, 2015.
- (2) The reporting person was granted options on March 30, 2012. Options vest in 3 equal annual installments beginning on March 30, 2013. 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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