

OCTEL CORP

Form 4

August 02, 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 *
TONTINE CAPITAL PARTNERS L
P

(Last) (First) (Middle)

C/O TONTINE CAPITAL
MANAGEMENT LLC LP, 55
RAILROAD AVENUE 3RD FL

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2005

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 ____X____ Other (specify
below) below)

See response (1) below

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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, \$0.01 par value	07/29/2005		P		25,900	A	\$ 17.23	1,499,600	D <u>(1)</u>
Common Stock	08/01/2005		P		28,000	A	\$ 17.31	1,527,600	D <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TONTINE CAPITAL PARTNERS L P
C/O TONTINE CAPITAL MANAGEMENT LLC LP
55 RAILROAD AVENUE 3RD FL
GREENWICH, CT 06830

See response (1) below

Signatures

TONTINE CAPITAL PARTNERS, L.P., By: Tontine Capital Management, L.L.C., General
Partner, By: /s/ Jeffrey L. Gendell, Managing Member

08/02/2005

__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).

This report is filed by Tontine Capital Partners, L.P. ("TCP"), a Delaware limited partnership. Tontine Capital Management, L.L.C. ("TCM"), a Delaware limited liability company, is the general partner of TCP and indirectly owns 1,473,700 shares of Common Stock.

- (1) Mr. Jeffrey L. Gendell is the managing member of TCM and indirectly owns 1,473,700 shares of Common Stock. TCM and Mr. Gendell disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest. As defined under Section 13(d) of the Securities and Exchange Act of 1934, as amended, TCP, TCM and Mr. Gendell are part of a group.

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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