

OCTEL CORP
Form 4
August 22, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TONTINE CAPITAL PARTNERS L
P

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)
55 RAILROAD AVENUE 3RD FL

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2005

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

GREENWICH, CT 06830

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
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	5. Amount or Price	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)
Common Stock, \$0.01 par value	08/18/2005		P	8,200	A	\$ 16.27	1,621,800	D ⁽¹⁾	
Common Stock	08/19/2005		P	21,000	A	\$ 16.64	1,642,800	D ⁽¹⁾	

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TONTINE CAPITAL PARTNERS L P 55 RAILROAD AVENUE 3RD FL GREENWICH, CT 06830		X		

Signatures

TONTINE CAPITAL PARTNERS, L.P. By: Tontine Capital Management, L.L.C., General Partner, /s/ Jeffrey L. Gendell, Managing Member 08/22/2005

**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 1,642,800 shares of Common Stock.
- (1) Mr. Jeffrey L. Gendell is the managing member of TCM and indirectly owns 1,642,800 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. 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.