

Toussaint Alfredo Celis
Form 3/A
December 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Toussaint Alfredo Celis</p> <p>(Last) (First) (Middle)</p> <p>259 PROSPECT PLAINS ROAD, BUILDING G,Â P.O. BOX 8000</p> <p>(Street)</p> <p>CRANBURY,Â NJÂ 08512</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/02/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Innophos Holdings, Inc. [IPHS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer ____ Other (give title below) (specify below) Finance Director-Mexicana S.A.</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/01/2006</p>
<p>6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person</p>				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,494 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Toussaint Alfredo Celis 259 PROSPECT PLAINS ROAD, BUILDING G P.O. BOX 8000 CRANBURY, NJ 08512	Â	Â	Â Finance Director-Mexicana S.A.	Â	

Signatures

/s/ Alfredo Celis
Toussaint

12/14/2006

**Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 2,494 shares of common stock were granted to the reporting person pursuant to a retention bonus agreement, dated October 18, 2006, subject to certain vesting provisions, and were unintentionally omitted from the reporting person's originally filed Form 3, dated November 1, 2006. 11.11% of the reporting person's shares of common stock granted pursuant to the retention bonus agreement vest, and thereby become deliverable to the reporting person, on January 1, April 1, July 1, and October 1 of each year, beginning on January 1, 2007.

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Remarks:

Except as outlined above, the filing of this Form shall not be deemed an admission that the reporting person is a reporting person.

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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