LUBRIZOL CORP

Form 4

February 22, 2007

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KIRK STEPHEN F			2. Issuer Name <b>and</b> Ticker or Trading Symbol LUBRIZOL CORP [LZ]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(==== an appneasie)			
29400 LAKELAND BLVD (Street)			(Month/Day/Year)	Director 10% Owner			
			02/20/2007	X Officer (give title Other (specify below) Senior Vice President			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
WICKLIFFE, OH 44092				Form filed by More than One Reportin			

(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) etionor Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Shares	02/20/2007		A	12,857	A	\$ 53.07	65,940.0332 (1)	D		
Common Shares	02/20/2007		F	721	D	\$ 53.07	65,219.0332 (1)	D		
Common Shares	02/21/2007		M	1,014	A	\$ 30.365	66,233.0332 (1)	D		
Common Shares	02/21/2007		S	1,014	D	\$ 53.8714	65,219.0332 (1)	D		
Common Shares	02/21/2007		M	27,000	A	\$ 30.365	92,219.0332 (1)	D		

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Common Shares 02/21/2007 S 27,000 D  $\begin{array}{c} \$ & 65,219.0332 \\ 53.6537 & {}^{(1)} \end{array}$  D

Common Shares 18.6167 (2) I Trust

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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) r Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Bight to	\$ 53.07	02/20/2007		A	21,600	02/20/2007	02/20/2017	Common Shares	21,600

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIRK STEPHEN F 29400 LAKELAND BLVD WICKLIFFE, OH 44092

Senior Vice President

### **Signatures**

(Right to Buy)

/s/Stephen F. Kirk by Andrea A.
Zwegat
02/22/2007

\*\*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).

Reporting Owners 2

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- (1) Reflects acquisitions pursuant to a dividend reinvestment plan exempt under Rule 16a-11.
- (2) Reflects end-of-period holdings resulting from acquisitions pursuant to a qualified plan, which are exempt under Rule 16b-3(c).
- (3) Options vest 50% one year after grant date, 75% two years after grant date and 100% three years after grant date.

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.