

LUBRIZOL CORP

Form 4

November 15, 2007

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 *
HARNETT GORDON D

(Last) (First) (Middle)

29400 LAKELAND BLVD

(Street)

WICKLIFFE, OH 44092

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LUBRIZOL CORP [LZ]

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

11/14/2007

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 below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
Common Shares	11/14/2007		M	400 A	\$ 25,500.6913 37.2188 (1)	D	
Common Shares	11/14/2007		S	400 D	\$ 25,100.6913 63.66 (1)	D	
Common Shares	11/14/2007		M	400 A	\$ 25,500.6913 37.2188 (1)	D	
Common Shares	11/14/2007		S	400 D	\$ 25,100.6913 63.67 (1)	D	
Common Shares	11/14/2007		M	100 A	\$ 25,200.6913 37.2188 (1)	D	
	11/14/2007		S	100 D	\$ 63.69	D	

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Common Shares						25,100.6913 (1)	
Common Shares	11/14/2007	M	400	A	\$ 37.2188	25,500.6913 (1)	D
Common Shares	11/14/2007	S	400	D	\$ 63.7	25,100.6913 (1)	D
Common Shares	11/14/2007	M	100	A	\$ 37.2188	25,200.6913 (1)	D
Common Shares	11/14/2007	S	100	D	\$ 63.71	25,100.6913 (1)	D
Common Shares	11/14/2007	M	600	A	\$ 37.2188	25,700.6913 (1)	D
Common Shares	11/14/2007	S	600	D	\$ 63.75	25,100.6913 (1)	D

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

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(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right To Buy)	\$ 37.2188	11/14/2007		M	2,000	04/27/1998 ⁽²⁾	04/27/2008	Common Shares	2,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HARNETT GORDON D
29400 LAKELAND BLVD X
WICKLIFFE, OH 44092

Signatures

/s/Gordon D. Harnett by Andrea A.
Zwegat 11/15/2007

__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).
- (1) Reflects acquisitions pursuant to a dividend reinvestment plan exempt under Rule 16a-11.
- (2) Options vest 50% one year from grant date, 75% two years from grant date and 100% three years from 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.
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