

KIRK STEPHEN F
Form 4
August 31, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK STEPHEN F

(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)

08/27/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP & COO

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)
Common Shares	08/27/2009		M	V Amount (A) or (D) Price 15,100 A \$ 43.065	120,157	D	
Common Shares	08/27/2009		M	29,500 A \$ 39.44	149,657	D	
Common Shares	08/27/2009		S	44,600 D \$ 62.31 (1)	105,057	D	
Common Shares	08/27/2009		S	10,000 D \$ 63.05 (2)	95,057 (3)	D	
Common Shares					509	I	By 401(k) Plan

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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
Employee Stock Option (Right to Buy)	\$ 43.065	08/27/2009		M		15,100		<u>(4)</u>	12/12/2015	Common Shares	15,100
Employee Stock Option (Right to Buy)	\$ 39.44	08/27/2009		M		29,500		<u>(5)</u>	04/25/2015	Common Shares	29,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIRK STEPHEN F 29400 LAKELAND BLVD WICKLIFFE, OH 44092	SVP & COO

Signatures

Benita R. Burton for Stephen
F. Kirk 08/31/2009

__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).

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(1) This price represents the weighted average sale price of the common shares reported on this line. The range of sale prices for the transactions reported on this line is between \$62.00 and \$62.60. The reporting person hereby undertakes to provide upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.

(2) This price represents the weighted average sale price of the common shares reported on this line. The range of sale prices for the transactions reported on this line is between \$63.00 and \$63.21. The reporting person hereby undertakes to provide upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.

(3) The amount of securities beneficially owned following the transaction includes common shares acquired pursuant to dividend reinvestment, exempt under Rule 16a-11.

(4) These options vested in three installments as follows: 50% on December 12, 2006, 25% on December 12, 2007, and 25% on December 12, 2008.

(5) These options vested in three installments as follows: 50% on April 25, 2006, 25% on April 25, 2007, and 25% on April 25, 2008.

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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