

Taylor Gregory D
Form 4
September 19, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Taylor Gregory D

(Last) (First) (Middle)

29400 LAKELAND BOULEVARD

(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)

09/16/2011

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)

Vice President

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	09/16/2011		D	(A) or (D) Amount 8,053 (1) Price \$ 135	0	D	
Common Shares	09/16/2011		I	1,016 \$ 135	0	I	By 401(k) Plan

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

**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.**

SEC 1474
(9-02)

Edgar Filing: Taylor Gregory D - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Option (Right to Buy)	\$ 109.35	09/16/2011		D		3,200		<u>(2)</u>	02/22/2021	Common Shares	3,200
Nonqualified Stock Option (Right to Buy)	\$ 78.18	09/16/2011		D		3,800		<u>(3)</u>	02/22/2020	Common Shares	3,800
Nonqualified Stock Option (Right to Buy)	\$ 27.77	09/16/2011		D		18,000		<u>(4)</u>	02/23/2019	Common Shares	18,000
Nonqualified Stock Option (Right to Buy)	\$ 58.45	09/16/2011		D		10,100		<u>(5)</u>	02/19/2018	Common Shares	10,100
Nonqualified Stock Option (Right to Buy)	\$ 53.07	09/16/2011		D		7,600		<u>(6)</u>	02/20/2017	Common Shares	7,600
Nonqualified Stock Option (Right to Buy)	\$ 39.44	09/16/2011		D		2,500		<u>(7)</u>	03/22/2014	Common Shares	2,500
Nonqualified Stock Option (Right to Buy)	\$ 34.075	09/16/2011		D		2,500		<u>(8)</u>	03/24/2013	Common Shares	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Taylor Gregory D
29400 LAKELAND BOULEVARD
WICKLIFFE, OH 44092

Vice
President

Signatures

/s/Mary Giulivo for Gregory D.
Taylor

09/19/2011

__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) The amount of securities beneficially owned includes deferred share units held in one or more deferred compensation plans of the issuer, which are payable in common shares, and common shares acquired pursuant to dividend reinvestment, exempt under Rule 16a-11.
- This option granted on February 22, 2011, which vests in three installments of 50% one year after grant, 25% two years after grant and
- (2) 25% three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.
- This option granted on February 22, 2010, which vests in three installments of 50% one year after grant, 25% two years after grant and
- (3) 25% three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.
- This option granted on February 23, 2009, which vests in three installments of 50% one year after grant, 25% two years after grant and
- (4) 25% three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.
- This option granted on February 19, 2008, which vests in three installments of 50% one year after grant, 25% two years after grant and
- (5) 25% three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.
- This option granted on February 20, 2007, which vests in three installments of 50% one year after grant, 25% two years after grant and
- (6) 25% three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.
- This option granted on March 22, 2004, which vests in three installments of 50% one year after grant, 25% two years after grant and 25%
- (7) three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.
- This option granted on March 24, 2003, which vests in three installments of 50% one year after grant, 25% two years after grant and 25%
- (8) three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.

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.