#### **BAUER JOSEPH W**

Form 4

August 05, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add BAUER JOSE	*	ng Person *	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	(Check all applicable)			
29400 LAKEI	LAND BLV	D	(Month/Day/Year) 08/03/2009	Director 10% Owner _X_ Officer (give title Other (specify below)  VP & General Counsel			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WICKLIFFE,	Filed(Month/Day/Year)  LIFFE, OH 44092			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares	08/03/2009		M	8,500	A	\$ 34.075	44,226	D	
Common Shares	08/03/2009		S	8,500	D	\$ 59.88 (1)	35,726 <u>(2)</u>	D	
Common Shares							344	I	By 401(k) Plan

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

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#### number.

# 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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive 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)	\$ 34.075	08/03/2009		M	8,500	(3)	03/25/2012	Common Shares	8,500

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAUER JOSEPH W 29400 LAKELAND BLVD WICKLIFFE, OH 44092

VP & General Counsel

### **Signatures**

Mary P. Giulivo for Joseph W. Bauer

08/05/2009

\*\*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).
- 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 \$59.98 and \$59.83. 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 purchased at each separate price.
- (2) The amount of securities beneficially owned following the transaction includes common shares acquired pursuant to dividend reinvestment, exempt under Rule 16a-11.
- (3) These options vested in three installments as follows: 50% on March 25, 2003; 25% on March 25, 2004; and 25% on March 25, 2005. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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