LEWIS GREGORY R
Form 4
February 24, 2011

|  |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer subject to |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to <br> Section 16 | SECURITIES | Estimated average |
| Form 4 or |  | $\text { response... } 0.5$ |
| Form 5 <br> obligations may continue. | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1 (b). |  |  |

(Print or Type Responses)


WICKLIFFE, OH 44092
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

| Director | 10\% Owner |
| :---: | :---: |
| __X_Officer (give title below) | Other (specify |
|  | 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

| (City) | (State) | 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. <br> Transac <br> Code <br> (Instr. 8 <br> Code | 4. Securit tion(A) or Di (Instr. 3, | ties A spose 4 and <br> (A) or (D) | cquired of (D) 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. <br> Ownership <br> Form: Direct <br> (D) or <br> Indirect (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common <br> Shares | 02/22/2011 |  | A | 2,560 |  | \$ 0 | 12,880 | D |  |
| Common <br> Shares | 02/22/2011 |  | F | 844 | D | $\begin{aligned} & \$ \\ & 109.35 \end{aligned}$ | 12,036 | D |  |
| Common <br> Shares | 02/22/2011 |  | M | 800 | A | \$ 78.18 | 12,836 | D |  |
| Common Shares | 02/22/2011 |  | S | 800 |  | $\begin{aligned} & \$ 113.4 \\ & \text { (1) } \end{aligned}$ | 12,036 ${ }_{\text {(2) }}$ | D |  |
| Common Shares |  |  |  |  |  |  | 12 | I | $\begin{aligned} & \text { By } 401(k) \\ & \text { Plan } \end{aligned}$ |

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 1474
displays a currently valid OMB control
number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactiorDerivative | Expiration Date <br> (Month/Day/Year) | Underlying Securitie <br> (Instr. 3 and 4) |  |
| Security | or Exercise |  | any | (Month/Day/Year) | Code | Securities | (Instr. 8) |
| (Instr. 3) | Acquired (A) |  |  |  |  |  |  |
|  | Price of |  |  |  | or Disposed of |  |  |
|  | Derivative |  |  | (D) |  |  |  |
|  | Security |  |  |  | (Instr. 3, 4, |  |  |
|  |  |  |  | and 5) |  |  |  |


| Date | Expiration |  |
| :--- | :--- | ---: |
| Exercisable | Date |  |

Code V (A) (D) Share

Nonqualified

| Stock Option | $\$ 109.35$ | $02 / 22 / 2011$ | A | 2,100 | $\underline{13)}$ | $02 / 22 / 2021$ | Common |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| (Right to |  |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |

Nonqualified
Stock Option
(Right to
$\begin{array}{llllll}\$ 78.18 & 02 / 22 / 2011 & \mathbf{M} & 800 & \underline{(4)} & 02 / 22 / 2020\end{array} \begin{gathered}\text { Common } \\ \text { Shares }\end{gathered}$
Buy)

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
LEWIS GREGORY R
LUBRIZOL CORP
29400 LAKELAND BLVD
WICKLIFFE, OH 44092

## Signatures

Mary Giulivo for Gregory R.
Lewis
02/24/2011
${ }_{-}^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
(1)


## Edgar Filing: LEWIS GREGORY R - Form 4

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 $\$ 113.40$ and $\$ 113.4070$. 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.

The amount of securities beneficially owned following the transaction includes deferred share units held in one or more deferred
(2) compensation plans of the issuer, which are payable in common shares, and common shares acquired pursuant to dividend reinvestment, exempt under Rule 16a-11.
(3) These options become exercisable on the first three anniversaries of the grant date as follows: $50 \%$ on the first anniversary, $25 \%$ on the second anniversary and $25 \%$ on the third anniversary.
(4) These options vested in three installments as follows: 50\% on February 22, 2011, 25\% on February 22, 2012, and 25\% on February 22, 2013.

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.

