

LUBRIZOL CORP  
Form 4  
April 02, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BOGUS DONALD W

(Last) (First) (Middle)

C/O THE LUBRIZOL CORPORATION, 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)  
04/01/2008

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 below) \_\_\_ Other (specify below)  
Senior 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)								
							Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 <sup>(1)</sup>	04/01/2008	A	500	04/01/2008 <sup>(1)</sup>	04/01/2008 <sup>(1)</sup>							Common Shares	500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOGUS DONALD W C/O THE LUBRIZOL CORPORATION 29400 LAKELAND BOULEVARD WICKLIFFE, OH 44092			Senior Vice President	

## Signatures

/s/ Donald W. Bogus by Peggy A. Wyszynski 04/02/2008

\*\*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) Phantom stock is payable in cash upon retirement.

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. right-width: 1; border-bottom-width: 1">2. Conversion or Exercise Price of Derivative Security3. 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)8. Price of Derivative Security (Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)11. Nature of Indirect Beneficial Ownership (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares NQ Stock Option \$ 15.3705/01/2007 M 5,43303/27/200703/27/2013 Common Stock 5,433 \$ 0 350,143 D NQ Stock Option \$ 16.0805/01/2007 M 2,29903/27/200703/27/2013 Common Stock 2,299 \$ 0 347,844 D NQ Stock Option \$ 21.8805/01/2007 M 10,86903/27/200703/27/2013 Common Stock 10,869 \$ 0 336,975 D NQ Stock Option \$ 21.905/01/2007 M 5,78703/27/200703/27/2013 Common Stock 5,787 \$ 0 331,188 D NQ Stock Option \$ 24.1105/01/2007 M 3,71205/18/200602/19/2012 Common Stock 3,712 \$ 0 327,476 D NQ Stock Option \$ 26.8205/01/2007 M

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6,88905/18/200602/11/2012 Common Stock 6,889 \$ 0 320,587 D NQ Stock Option \$ 33.0805/01/2007 M
11,85105/18/200602/19/2012 Common Stock 11,851 \$ 0 308,736 D NQ Stock Option \$ 33.3405/01/2007 M
25,426 (1)02/10/2014 Common Stock 25,426 \$ 0 283,310 D NQ Stock Option \$ 33.8605/01/2007 M 12,713
(1)02/10/2014 Common Stock 12,713 \$ 0 270,597 D NQ Stock Option \$ 40.7605/01/2007 M
8,60905/18/200601/03/2010 Common Stock 8,609 \$ 0 261,988 D NQ Stock Option \$ 40.7605/01/2007 M
3,76605/18/200601/24/2010 Common Stock 3,766 \$ 0 258,222 D NQ Stock Option \$ 40.7605/01/2007 M
1,81605/18/200602/08/2010 Common Stock 1,816 \$ 0 256,406 D NQ Stock Option \$ 40.7605/01/2007 M
2,69005/18/200608/07/2010 Common Stock 2,690 \$ 0 253,716 D NQ Stock Option \$ 40.7605/01/2007 M
18,05105/18/200605/11/2011 Common Stock 18,051 \$ 0 235,665 D NQ Stock Option \$ 42.2805/01/2007 M
3,75705/18/200603/27/2013 Common Stock 3,757 \$ 0 231,908 D

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for GERKE THOMAS A, 5454 W 110TH STREET, OVERLAND PARK, KS 66211, General Counsel.

Signatures

Tracy D. Mackey, attorney-in-fact, 05/03/2007
\*\*Signature of Reporting Person Date

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- \* 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) Option vested/vests in 4 equal annual installments beginning 02/10/05.

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