COOLEY CHARLES P

Form 4

February 24, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * COOLEY CHARLES P

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

LUBRIZOL Corp [LZ]

(Check all applicable)

LUBRIZOL CORP, 29400

3. Date of Earliest Transaction (Month/Day/Year)

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

02/22/2011

SVP & CFO

LAKELAND BLVD

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WICKLIFFE, OH 44092

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly 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. Securit corr Dispos (Instr. 3,	ed of (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	02/22/2011		A	12,080	A	\$ 0	29,104	D	
Common Shares	02/22/2011		F	4,522	D	\$ 109.35	24,582	D	
Common Shares	02/22/2011		M	7,175	A	\$ 58.45	31,757	D	
Common Shares	02/22/2011		S	7,175	D	\$ 112.4 (1)	24,582 (2)	D	
Common Shares							11	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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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 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Nonqualified Stock Option (Right to Buy)	\$ 109.35	02/22/2011		A	8,500		<u>(3)</u>	02/22/2021	Common Shares	8,5
Nonqualified Stock Option (Right to Buy)	\$ 58.45	02/22/2011		M		7,175	<u>(4)</u>	02/19/2018	Common Shares	7,1

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

COOLEY CHARLES P LUBRIZOL CORP 29400 LAKELAND BLVD WICKLIFFE, OH 44092

SVP & CFO

Signatures

Benita R. Burton for Charles P. Cooley 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. 78ff(a).
- (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 \$112.29 and \$112.90. The reporting person hereby undertakes to provide upon request of the

Reporting Owners 2

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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 vest in three installments as follows: 50% on February 19, 2009, 25% on February 19, 2010, and 25% on February 19, 2011.

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.