LEWIS GREGORY R

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 APPROVAL
OMB

Number: 3235-0287

Expires: January 31, 2005 Estimated average

burden hours per response... 0.5

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

obligations

Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LEWIS GREGORY R			2. Issuer Name and 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 air applicable)		
			(Month/Day/Year)	Director 10% Owner		
LUBRIZOL CORP, 29400			02/22/2011	_X_ Officer (give title Other (specify		
LAKELAND BLVD				below) below) Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
WICKLIFFE,	OH 44092			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-l	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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		Code V A	Amount 2,560	(D)	Price \$ 0	12,880	D	
Common Shares	02/22/2011		F	844	D	\$ 109.35	12,036	D	
Common Shares	02/22/2011		M	800	A	\$ 78.18	12,836	D	
Common Shares	02/22/2011		S	800	D	\$ 113.4 (1)	12,036 (2)	D	
Common Shares							12	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. Transactic Code (Instr. 8)	orDerivativ Securitie Acquired	urities (Month/Day/Year) quired (A) Disposed of tr. 3, 4,		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous or Numb of Shares
Nonqualified Stock Option (Right to Buy)	\$ 109.35	02/22/2011		A	2,100		(3)	02/22/2021	Common Shares	2,10
Nonqualified Stock Option (Right to Buy)	\$ 78.18	02/22/2011		M		800	<u>(4)</u>	02/22/2020	Common Shares	800

Reporting Owners

Director 10% Owner Officer Other

LEWIS GREGORY R LUBRIZOL CORP 29400 LAKELAND BLVD WICKLIFFE, OH 44092

Vice President

Signatures

Mary Giulivo for Gregory R.
Lewis 02/24/2011

**Signature of Reporting Person Dat

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)

Reporting Owners 2

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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.