

LUBRIZOL CORP

Form 4

December 03, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK STEPHEN F

(Last) (First) (Middle)

29400 LAKELAND BLVD

(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)

11/29/2007

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 ____ Other (specify
below) 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 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	11/29/2007		M	V Amount (A) or (D) Price 6,672 A \$ 34.075	72,252.0848 (1)	D	
Common Shares	11/29/2007		S	600 D \$ 65.94	71,652.0848 (1)	D	
Common Shares	11/29/2007		S	300 D \$ 65.95	71,352.0848 (1)	D	
Common Shares	11/29/2007		S	100 D \$ 65.96	71,252.0848 (1)	D	
Common Shares	11/29/2007		S	100 D \$ 65.97	71,152.0848 (1)	D	

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Common Shares	11/29/2007	S	1,100	D	\$ 65.98	70,052.0848 (1)	D	
Common Shares	11/29/2007	S	500	D	\$ 65.99	69,552.0848 (1)	D	
Common Shares	11/29/2007	S	400	D	\$ 66	69,152.0848 (1)	D	
Common Shares	11/29/2007	S	400	D	\$ 66.02	68,752.0848 (1)	D	
Common Shares	11/29/2007	S	100	D	\$ 66.03	68,652.0848 (1)	D	
Common Shares	11/29/2007	S	200	D	\$ 66.04	68,452.0848 (1)	D	
Common Shares	11/29/2007	S	600	D	\$ 66.05	67,852.0848 (1)	D	
Common Shares	11/29/2007	S	700	D	\$ 66.09	67,152.0848 (1)	D	
Common Shares	11/29/2007	S	400	D	\$ 66.11	66,752.0848 (1)	D	
Common Shares	11/29/2007	S	100	D	\$ 66.12	66,652.0848 (1)	D	
Common Shares	11/29/2007	S	100	D	\$ 66.13	66,552.0848 (1)	D	
Common Shares	11/29/2007	S	100	D	\$ 66.14	66,452.0848 (1)	D	
Common Shares	11/29/2007	S	100	D	\$ 66.15	66,352.0848 (1)	D	
Common Shares	11/29/2007	S	100	D	\$ 66.16	66,252.0848 (1)	D	
Common Shares	11/29/2007	S	200	D	\$ 66.17	66,052.0848 (1)	D	
Common Shares	11/29/2007	S	472	D	\$ 66.2	65,580.0848 (1)	D	
Common Shares						129.8884 (2)	I	Trust

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

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(9-02)

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

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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. 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)
Employee Stock Options (Right to Buy)	\$ 34.075	11/29/2007		M	6,672	03/25/2002 ⁽³⁾ 03/25/2012	Common Shares 6,672

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK STEPHEN F 29400 LAKELAND BLVD WICKLIFFE, OH 44092			Senior Vice President	

Signatures

/s/Stephen F. Kirk by Peggy A.
Wyszynski 12/03/2007

____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) Reflects acquisitions pursuant to a dividend reinvestment plan exempt under Rule 16a-11.
- (2) Reflects end-of-period holdings resulting from acquisitions pursuant to a qualified plan, which are exempt under Rule 16b-3(c).
- (3) Options vest 50% one year after grant date, 75% two years after grant date and 100% three years after grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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