

KIRK STEPHEN F  
 Form 4  
 February 23, 2010

**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 \*  
**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)  
 02/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP & COO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	02/19/2010		M		16,200	A	\$ 53.07
Common Shares	02/19/2010		M		17,550	A	\$ 58.45
Common Shares	02/19/2010		S		33,750	D	\$ 78.1 (1)
Common Shares	02/22/2010		M		5,400	A	\$ 53.07
Common Shares	02/22/2010		S		5,400	D	\$ 78.15 (2)

Common Shares	531	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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(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. 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)	Amount or Number of Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
Employee Stock Option (Right to Buy)	\$ 53.07	02/19/2010		M		16,200	(3)	02/20/2017	Common Shares	16,200
Employee Stock Option (Right to Buy)	\$ 58.45	02/19/2010		M		17,550	(4)	02/19/2018	Common Shares	17,550
Common Shares	\$ 53.07	02/22/2010		M		5,400	(3)	02/20/2017	Common Shares	5,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK STEPHEN F 29400 LAKELAND BLVD WICKLIFFE, OH 44092			SVP & COO	

## Signatures

Mary Giulivo for Stephen  
F. Kirk

02/23/2010

\_\_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 \$78.01 and \$78.25. 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.

(2) 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 \$78.10 and \$78.22. 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.

(3) These options vested in three installments as follows: 50% on February 20, 2008; 25% on February 20, 2009; and 25% on February 20, 2010.

(4) These options vested in three installments as follows: 50% on February 19, 2009; 25% on February 19, 2010, and 25% on February 19, 2011.

(5) The amount of securities beneficially owned following the transaction includes deferred share units held in one or more deferred compensation plans of the issuer, which are payable in common shares, and common shares acquired pursuant to dividend reinvestment, exempt under Rule 16a-11.

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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