

COOLEY CHARLES P

Form 4

May 04, 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 *
COOLEY CHARLES P

(Last) (First) (Middle)

**LUBRIZOL CORP, 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)

05/02/2007

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 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 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)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	05/02/2007		M		5,500	A	\$ 29.8813	30,529.1467 ⁽¹⁾	D
Common Shares	05/02/2007		S		5,500	D	\$ 61.5158	25,029.1467 ⁽¹⁾	D
Common Shares	05/02/2007		M		5,695	A	\$ 28.125	30,724.1467 ⁽¹⁾	D
Common Shares	05/02/2007		S		5,695	D	\$ 61.431	25,029.1467 ⁽¹⁾	D
Common Shares	05/02/2007		M		14,000	A	\$ 30.365	39,029.1467 ⁽¹⁾	D

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Common Shares	05/02/2007	S	14,000	D	\$ 61.3454	25,029.1467 (1)	D	
Common Shares						3,013.5178 (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)

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
Employee Stock Option (Right to Buy)	\$ 29.8813	05/02/2007		M	5,500	03/22/1999 ⁽³⁾ 03/22/2009	Common Shares	5,500
Employee Stock Option (Right to Buy)	\$ 28.125	05/02/2007		M	5,695	03/27/2000 ⁽³⁾ 03/27/2010	Common Shares	5,695
Employee Stock Option (Right to Buy)	\$ 30.365	05/02/2007		M	14,000	03/26/2001 ⁽³⁾ 03/26/2011	Common Shares	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOLEY CHARLES P LUBRIZOL CORP			Senior Vice President	

29400 LAKELAND BLVD
WICKLIFFE, OH 44092

Signatures

/s/Charles P. Cooley by Andrea A.
Zwegat

05/04/2007

__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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