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LUBRIZOL CORP
 Form 5
 February 09, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported
 () Form 4 Transactions Reported

1. Name and Address of Reporting Person

Bares, William G.
 29400 Lakeland Boulevard
 Wickliffe, OH 44092

2. Issuer Name and Ticker or Trading Symbol

The Lubrizol Corporation
 LZ

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/00

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Chairman, President and Chief Executive Officer

7. Individual or Joint/Group Reporting (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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Year
			Amount	A/D	Price	
Common Shares	(1)	A	382.4018	A	(1)	123,711.4972
Common Shares						9,566.7707 (2)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature of Underlying Securities

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Employee Stock Option (Right to Buy)	\$28.1250	3/27/2000	A	115,000	A	3/27/2001	3/27/2010	Common Shares	57,500
						3/27/2002	3/27/2010	Common Shares	28,750
						3/27/2003	3/27/2010	Common Shares	28,750

Explanation of Responses:

(1) Acquired on various dates between January 1 and December 31, 2000, pursuant to Lubrizol's deferred compensation plan, at prices ranging from \$21.6875 to \$27.9375 per share.

(2) Reflects end-of-period holdings resulting from acquisitions pursuant to a qualified plan, which are exempt under Section 16b-3(c).

SIGNATURE OF REPORTING PERSON

/s/ William G. Bares by Leslie M. Reynolds

DATE

February 8, 2001