LUBRIZOL CORP Form 4

August 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

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

obligations

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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Shares

(Print or Type Responses)

| 1. Name and Address of Reporting Person * KIRK STEPHEN F | | | 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 | (Sheek all approacte) | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| 29400 LAKELAND BLVD | | | 08/07/2006 | X Officer (give title Other (specify below) | | | |
| | | | | Senior 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 Form filed by More than One Reporting | | | |
| | | | | | | | |
| WICKLIFFE, OH 44092 | | | | Person | | | |

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common 69,880.1572 \$ 30.365 08/07/2006 M 16,986 Α D **Shares** (1) Common 52,894.1572 D 08/07/2006 S 16,986 D **Shares** 43.3185 (1) Common 55,908.1572 D 08/07/2006 M 3,014 \$ 30.365 (1) **Shares** Common 52,894.1572 08/07/2006 S 3.014 D **Shares** 43.3185

363.5 (2)

I

Trust

Edgar Filing: LUBRIZOL CORP - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|---|------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Option (Right to Buy) | \$ 30.365 | 08/07/2006 | | M | 16,986 | 03/26/2001(3) | 03/26/2011 | Common Shares | 16,9 |
| Employee Stock Option (Right to Buy) | \$ 30.365 | 08/07/2006 | | M | 3,014 | 03/26/2001(3) | 03/26/2011 | Common Shares | 3,01 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIRK STEPHEN F

29400 LAKELAND BLVD Senior Vice President

WICKLIFFE, OH 44092

Signatures

/s/Stephen F. Kirk by Peggy A. Wyszynski 08/09/2006

**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).

Reporting Owners 2

Edgar Filing: LUBRIZOL CORP - Form 4

- (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. 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.