

Saunier Patrick H  
 Form 4  
 August 27, 2009

**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 \*  
**Saunier Patrick H**  
  
 (Last) (First) (Middle)  
**29400 LAKELAND BOULEVARD**  
  
 (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)  
**08/25/2009**  
  
 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)  
**Vice President**  
  
 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 Beneficial Ownership (Instr. 4)
Common Shares	08/25/2009		M	V Amount (A) or (D) Price \$ 30.365	24,170	D	
Common Shares	08/25/2009		M	V Amount (A) or (D) Price \$ 30.7	26,170	D	
Common Shares	08/25/2009		D	V Amount (A) or (D) Price \$ 62.85	22,170 <sup>(1)</sup>	D	
Common Shares					3,579	I	By 401(k) Plan

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

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**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
Stock Appreciation Rights	\$ 30.365	08/25/2009		M	2,000	(2) 03/26/2011	Common Shares	2,000
Stock Appreciation Rights	\$ 30.7	08/25/2009		M	2,000	(2) 03/26/2011	Common Shares	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Saunier Patrick H 29400 LAKELAND BOULEVARD WICKLIFFE, OH 44092			Vice President	

## Signatures

Mary Giulivo for Patrick H.  
Saunier 08/27/2009

\*\*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) The amount of securities beneficially owned following the transaction includes common shares acquired pursuant to dividend reinvestment, exempt under Rule 16a-11.

(2) These options vested in three installments as follows: 50% on March 26, 2002; 25% on March 26, 2003; and 25% on March 26, 2004.

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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