

HARNETT GORDON D
Form 4
September 19, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HARNETT GORDON D

(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)
09/16/2011

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)

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Shares	09/16/2011		D	D	27,340 (1) \$ 135	0	D

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Nonqualified Stock Option (Right to Buy)	\$ 30.175	09/16/2011		D	2,500	<u>(2)</u>	03/22/2014	Common Shares	2,500
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Nonqualified Stock Option (Right to Buy)	\$ 30.68	09/16/2011		D	2,500	<u>(3)</u>	04/28/2013	Common Shares	2,500
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Nonqualified Stock Option (Right to Buy)	\$ 33.445	09/16/2011		D	2,500	<u>(4)</u>	04/22/2012	Common Shares	2,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARNETT GORDON D 29400 LAKELAND BLVD WICKLIFFE, OH 44092		X		

Signatures

/s/Mary Giulivo for Gordon D.
Harnett

09/19/2011

__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 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.

(2) This option granted on March 22, 2004, which vests in three installments of 50% one year after grant, 25% two years after grant and 25% three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.

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- This option granted on April 28, 2003, which vests in three installments of 50% one year after grant, 25% two years after grant and 25% three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.
- (3)

- This option granted on April 22, 2002, which vests in three installments of 50% one year after grant, 25% two years after grant and 25% three years after grant, was cancelled in the merger in exchange for the cash payment per share indicated in column 8, which represents the difference between the exercise price of the option and the merger consideration of \$135 per share.
- (4)

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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