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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

Madar, William P.

28601 Clemens Road

Westlake, OH 44145-1148

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 () Officer (give title below) () Other (specify below)

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) Amount | 5. Amount of Securities Beneficially Owned at End of Year |
|----------------------|---------------------|---------|---|---|
| | | | A/ D | Price |

| | | | | | |
|---------------|-----|---|------------|-------|-----------------|
| Common Shares | (1) | A | 2,459.7155 | A (1) | 12,923.8983 (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) Amount | 6. Date Exercisable and Expiration Date Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. Percentage of Class |
|---------------------------------|--|---------------------|---------|--|--|--|------------------------|
| | | | | A/ D | Expiration Date | | |

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| | | | | | | | | | | | |
|--------------------------------------|-----|-----------|----------|---|-------|---|----------|----------|---------------|-------|--|
| Director Stock Option (Right to Buy) | (R) | \$25.7188 | 5/1/2000 | A | 2,500 | A | 5/1/2001 | 5/1/2010 | Common Shares | 1,250 | |
| | | | | | | | | | | | |
| | | | | | | | 5/1/2002 | 5/1/2010 | Common Shares | 625 | |
| | | | | | | | | | | | |
| | | | | | | | 5/1/2003 | 5/1/2010 | Common Shares | 625 | |
| | | | | | | | | | | | |

Explanation of Responses:

(1) Acquired on various dates between January 1 and December 31, 2000, pursuant to Lubrizol's deferred compensation plan and deferred stock compensation plan, at prices ranging from \$18.9375 and \$27.9375 per share.

(2) Includes Common Shares that previously were reported on Table I as Phantom Stock Units, which are payable in Common Shares on a 1-for-1 basis.

SIGNATURE OF REPORTING PERSON

/s/ William P. Madar by Leslie M. Reynolds

DATE

February 8, 2001