MEISTER MARK W

Form 4 March 08, 2005

FORM 4

OMB APPROVAL

January 31,

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

OMB Number: 3235-0287

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

ANGES IN BENEFICIAL OWNERSHIP OF

Expires. 2005
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. 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

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * MEISTER MARK W | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--|---|--|--|--|
| (Last) (First) (Middle) | LUBRIZOL CORP [LZ] 3. Date of Earliest Transaction | | | | |
| 29400 LAKELAND BLVD | (Month/Day/Year) 03/04/2005 | Director 10% OwnerX Officer (give title Other (specibelow) | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| WICKLIFFE, OH 44092 | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivative Se | curiti | es Acquii | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|---|---|-----------------|---|----------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securities our Disposed (Instr. 3, 4 and | of (D) nd 5) (A) or | ` ' | 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 | 03/04/2005 | | Code V A | Amount 942.3859 | (D) | Price \$ 42.02 | 4,066.3056 (1) | D | |
| Common Shares | | | | | | | 7,260.4269 (2) | I | Trust |

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

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Acquired (A) or Disposed of (D) Instr. 3, 4, and | | (Instr. 3 and 4) | |
|---------------------|---|------------|-------------------------|-----------------|---|-----|--|--------------------|------------------|--------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo Num Shar |
| Phantom Stock | \$ 0 (3) | 03/04/2005 | | A | 235.5965 | | 03/04/2008(4) | 03/04/2008 | Common Shares | 235 |

5. Number of

6. Date Exercisable and

Expiration Date

7. Title and Amou

Underlying Securi

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Conversion (Month/Day/Year) Execution Date, if TransactionDerivative

Director 10% Owner Officer Other

MEISTER MARK W 29400 LAKELAND BLVD WICKLIFFE, OH 44092

Vice President

Signatures

1. Title of

Derivative

/s/Mark W. Meister by Peggy A. Wyszynski

ynski 03/08/2005

**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) 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 Section 16b-3(c).
- (3) Each share of phantom stock represents one share of Lubrizol Common shares.
- (4) The shares of phantom stock become payable in cash three years after the deferral date unless further deferred by the employee.

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.

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