

KIRK STEPHEN F  
Form 4  
September 19, 2011

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KIRK STEPHEN F**

(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)

06/29/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP & COO

6. Individual or Joint/Group Filing(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 (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)
Common Shares	06/29/2011		G	V 14,815 D \$ 0	65,784	D	
Common Shares	09/16/2011		D	65,881 (1) D \$ 135	0	D	
Common Shares	09/16/2011		I	672 D \$ 135	0	I	By 401(k) Plan

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**

SEC 1474  
(9-02)

number.

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonqualified Stock Option (Right to Buy)	\$ 109.35	09/16/2011		D	8,100	<u>(2)</u> 02/22/2021	Common Shares 8,100
Nonqualified Stock Option (Right to Buy)	\$ 78.18	09/16/2011		D	9,900	<u>(3)</u> 02/22/2020	Common Shares 9,900
Nonqualified Stock Option (Right to Buy)	\$ 27.77	09/16/2011		D	23,400	<u>(4)</u> 02/23/2019	Common Shares 23,400
Nonqualified Stock Option (Right to Buy)	\$ 58.45	09/16/2011		D	5,850	<u>(5)</u> 02/19/2018	Common Shares 5,850
Phantom Shares	<u>(6)</u>	09/16/2011		D	2,631	<u>(6)</u> <u>(6)</u>	Common Shares 2,631

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK STEPHEN F 29400 LAKELAND BLVD WICKLIFFE, OH 44092			SVP & COO	

## Signatures

/s/ Benita R. Burton for Stephen F. Kirk 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.

This option granted on February 22, 2011, which vests in three installments of 50% one year after grant, 25% two years after grant and

- (2) 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.

This option granted on February 22, 2010, which vests in three installments of 50% one year after grant, 25% two years after grant and

- (3) 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.

This option granted on February 23, 2009, which vests in three installments of 50% one year after grant, 25% two years after grant and

- (4) 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.

This option granted on February 19, 2008, which vests in three installments of 50% one year after grant, 25% two years after grant and

- (5) 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.

Phantom shares were acquired in deferred compensation plans and are payable in cash on a one-for-one basis after the third anniversary

- (6) of the deferral of compensation for a participation year. The phantom shares were cancelled in the merger in exchange for the cash payment indicated in column 8.

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.