

COOLEY CHARLES P
Form 4
September 19, 2011

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 *
COOLEY CHARLES P

(Last) (First) (Middle)

C/O THE LUBRIZOL CORPORATION, 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
X Officer (give title below) ___ Other (specify below)
SVP & CFO

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)
			Code	V	Amount or Price		
Common Shares	09/16/2011		D		24,732 <u>(1)</u> \$ 135	D	
Common Shares	09/16/2011		I		11 \$ 135	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
Nonqualified Stock Option (Right to Buy)	\$ 109.35	09/16/2011		D	8,500	⁽²⁾ 02/22/2021	Common Shares	8,500
Nonqualified Stock Option (Right to Buy)	\$ 78.18	09/16/2011		D	10,400	⁽³⁾ 02/22/2020	Common Shares	10,400
Nonqualified Stock Option (Right to Buy)	\$ 27.77	09/16/2011		D	24,550	⁽⁴⁾ 02/23/2019	Common Shares	24,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOLEY CHARLES P C/O THE LUBRIZOL CORPORATION 29400 LAKELAND BLVD WICKLIFFE, OH 44092			SVP & CFO	

Signatures

/s/ Benita R. Burton for Charles P. Cooley 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 February 22, 2011, 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

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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.

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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