

LUBRIZOL CORP
Form 8-K
February 25, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 23, 2009

THE LUBRIZOL CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-5263
(Commission File Number)

34-0367600
(IRS Employer
Identification No.)

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29400 Lakeland Boulevard, Wickliffe, Ohio
(Address of principal executive offices)

44092-2298
(Zip Code)

Registrant's telephone number, including area code: (440) 943-4200

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(d) Effective February 23, 2009, the Board of Directors of The Lubrizol Corporation appointed Michael J. Graff a director of the Company. He was appointed to the class of directors that will be up for re-election by the shareholders at the 2009 Annual Meeting of Shareholders. Mr. Graff will serve on the Organization and Compensation Committee and the Audit Committee.

There is no arrangement pursuant to which Mr. Graff was selected as a director, and there are no related party transactions between The Lubrizol Corporation and Mr. Graff that are reportable under Item 404(a) of Regulation S-K.

Mr. Graff will participate in Lubrizol's standard compensation arrangements and plans for non-employee directors described in The Lubrizol Corporation Proxy Statement dated March 19, 2008, including The Lubrizol Corporation Deferred Compensation Plan for Directors. As with all of Lubrizol's non-employee directors, Lubrizol has entered into an indemnification agreement with Mr. Graff pursuant to which he is entitled to be indemnified to the maximum extent provided by Ohio law if he is, or is threatened to be made, a party to a proceeding by reason of his status as a director of Lubrizol.

In connection with his appointment, Mr. Graff received a grant of 450 restricted stock units under The Lubrizol Corporation 2005 Stock Incentive Plan, which represents a pro-rata amount of the restricted stock unit award automatically granted to independent directors each Annual Meeting of Shareholders. This award will vest on the date of the 2009 Annual Meeting of Shareholders.

A copy of the press release announcing Mr. Graff's appointment is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibit is furnished herewith:

99.1 Press release dated February 23, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE LUBRIZOL CORPORATION

Date: February 25, 2009

By: /s/ Leslie M. Reynolds
Name: Leslie M. Reynolds
Title: Corporate Secretary and Counsel