Graf Robert Form 4 September 19, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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0.5

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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)

1. Name and Address of Reporting Person **
Graf Robert

2. Issuer Name **and** Ticker or Trading Symbol

LUBRIZOL Corp [LZ]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 07/28/2011

29400 LAKELAND BOULEVARD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner ____ Officer (give title ____ Other (specify below)

Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

WICKLIFFE, OH 44092

(City)	(State) (Z	(Zip) 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)	Code	TransactionAcquired (A) or		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Shares	07/28/2011		G	V	804	D	\$0	7,457	D	
Common Shares	09/16/2011		D		7,468 (1)	D	\$ 135	0	D	
Common Shares	09/16/2011		I		2,031	D	\$ 135	0	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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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)	Code	5. Number coof 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	2,200	(2)	02/22/2021	Common Shares	2,200
Nonqualified Stock Option (Right to Buy)	\$ 78.18	09/16/2011		D	1,700	(3)	02/22/2020	Common Shares	1,700
Nonqualified Stock Option (Right to Buy)	\$ 27.77	09/16/2011		D	3,500	<u>(4)</u>	02/23/2019	Common Shares	3,500
Phantom Shares	<u>(5)</u>	09/16/2011		D	271	<u>(5)</u>	(5)	Common Shares	271

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Graf Robert 29400 LAKELAND BOULEVARD WICKLIFFE, OH 44092			Vice President				
Signatures							
/s/ Benita R. Burton for Robert T. Graf	09/	19/2011					

Reporting Owners 2

Date

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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.
- Phantom shares were acquired in deferred compensation plans and are payable in cash on a one-for-one basis after the third anniversary (5) 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.