

KIRK STEPHEN F
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 *
KIRK STEPHEN F

2. Issuer Name and Ticker or Trading Symbol
LUBRIZOL Corp [LZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
29400 LAKELAND BLVD

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & COO

(Street)
WICKLIFFE, OH 44092

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (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) | 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 (A) or (D) Price | | | |
| 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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | 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.