

LUBRIZOL CORP  
Form 4  
November 15, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MADAR WILLIAM P**

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**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/14/2007**

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Shares	11/14/2007		M		200	A	\$ 26.8438
							34,741.8903 (1)
Common Shares	11/14/2007		S		200	D	\$ 63.94
							34,541.8903 (1)
Common Shares	11/14/2007		M		200	A	\$ 26.8438
							34,741.8903 (1)
Common Shares	11/14/2007		S		200	D	\$ 63.96
							34,541.8903 (1)
Common Shares	11/14/2007		M		1,600	A	\$ 26.8438
							36,141.8903 (1)
	11/14/2007		S		1,600	D	\$ 63.97

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Common Shares						34,541.8903 <u>(1)</u>	
Common Shares	11/14/2007	M	200	A	\$ 25.7188	34,741.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	200	D	\$ 63.94	34,541.8903 <u>(1)</u>	D
Common Shares	11/14/2007	M	100	A	\$ 25.7188	34,641.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	100	D	\$ 63.95	34,541.8903 <u>(1)</u>	D
Common Shares	11/14/2007	M	100	A	\$ 25.7188	34,641.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	100	D	\$ 63.96	34,541.8903 <u>(1)</u>	D
Common Shares	11/14/2007	M	800	A	\$ 25.7188	35,341.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	800	D	\$ 63.97	34,541.8903 <u>(1)</u>	D
Common Shares	11/14/2007	M	200	A	\$ 25.7188	34,741.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	200	D	\$ 63.98	34,541.8903 <u>(1)</u>	D
Common Shares	11/14/2007	M	400	A	\$ 25.7188	34,941.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	400	D	\$ 64	34,541.8903 <u>(1)</u>	D
Common Shares	11/14/2007	M	300	A	\$ 25.7188	34,841.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	300	D	\$ 64.01	34,541.8903 <u>(1)</u>	D
Common Shares	11/14/2007	M	100	A	\$ 25.7188	34,641.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	100	D	\$ 64.02	34,541.8903 <u>(1)</u>	D
Common Shares	11/14/2007	M	300	A	\$ 25.7188	34,841.8903 <u>(1)</u>	D
Common Shares	11/14/2007	S	300	D	\$ 64.03	34,541.8903 <u>(1)</u>	D

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control 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
Director Stock Option (Right to Buy)	\$ 26.8438	11/14/2007		M	2,000	04/26/1999 <sup>(2)</sup>	04/26/2009	Common Shares	2,000
Director Stock Option (Right to Buy)	\$ 25.7188	11/14/2007		M	2,500	05/01/2000 <sup>(2)</sup>	05/01/2010	Common Shares	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADAR WILLIAM P 29400 LAKELAND BLVD WICKLIFFE, OH 44092	X			

## Signatures

/s/William P. Madar by Andrea A. Zwegat  
11/15/2007

\_\_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) Reflects acquisitions pursuant to a dividend reinvestment plan exempt under Rule 16a-11.

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(2) Options vest 50% one year after grant date, 75% two years after grant date and 100% three years after grant date.

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.