REYNOLDS LESLIE M

Form 4

February 24, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 323F

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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).

Common

Shares

02/24/2010

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol					ng	5. Relationship of Reporting Person(s) to Issuer			
			LUBRIZ	LUBRIZOL CORP [LZ]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
29400 LAKELAND BLVD			(Month/Day/Year) 02/22/2010						Director 10% OwnerX Officer (give title Other (specify below) Secretary			
				mendment, Date Original					6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)					Applicable Line)			
WICKLIFFE, OH 44092									_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secui	ities Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	emed on Date, if Day/Year)	Code (Instr. 3, 4 and 5)				ed of (D)	Owned Indirect (I) (Following (Instr. 4) (Reported Transaction(s)			
				Code	V	Amount		Price	(Instr. 3 and 4)			
Common Shares	02/22/2010			A		1,600	A	\$0	12,199	D		
Common Shares	02/22/2010			F		571	D	\$ 78.18	11,628	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

1,029

D

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D

\$ 77.5 10,599 (1)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
							Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
REYNOLDS LESLIE M							
29400 LAKELAND BLVD			Secretary				
WICKLIFFE, OH 44092							

Signatures

Mary Giulivo for Leslie M. Reynolds 02/24/2010

**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).
- The amount of securities beneficially owned following the transaction includes deferred share units held in one or more deferred (1) compensation plans of the issuer, which are payable in common shares, and common shares acquired pursuant to dividend reinvestment, exempt under Rule 16a-11.

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.

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