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LUDDIZOL CODD

| LUBRIZOL CO | RP | | | | | | | | | | |
|--|-----------------------------------|--|----------|----------------------------|----------------------------|---------------------------------|--|---|--|---|--|
| Form 4 | | | | | | | | | | | |
| September 06, 2 | 005 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | OMB APPROVAL | | | |
| Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | |
| Check this bo if no longer | | | | | | | | | Expires: | January 31, 2005 | |
| subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSH. Section 16. SECURITIES Form 4 or | | | | | | | Estimated average burden hours per response 0. | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 Resp | onses) | | | | | | | | | | |
| COOLEY CHARLES P Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | — | | | | | | | (Check | all applicable |) | |
| (Last) | (First) (| Middle) | | of Earliest 7 | ransaction | | | Director | 10% | Owner | |
| | | | | onth/Day/Year) /01/2005 | | | | Director 10% Owner X Officer (give title Other (specify below) below) below) Sr. Vice President and CFO | | | |
| (Street) 4. If Amo | | | | mendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | Filed(Mo | onth/Day/Yea | ar) | | | Applicable Line) | | | |
| WICKLIFFE, C | OH 44092 | | | | | | | _X_ Form filed by Or Form filed by Mo Person | | | |
| (City) | (State) | (Zip) | | | | | - | ired, Disposed of, | | - | |
| | ransaction Date onth/Day/Year) | 2A. Deem Execution any (Month/D | Date, if | Code (Instr. 8) | omr Dispos (Instr. 3, 4 | ed of (4 and 5 (A) or | D) 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) | |
| Common oo, | | | | Code V | Amount | (D) | Price \$ | 38,557.3602 | | | |
| Shares 09/ | 01/2005 | | | М | 13,973 | А | ¢ 28.125 | (<u>1)</u> | D | | |
| Common 09/ Shares | 01/2005 | | | F | 10,942 | D | \$ 41.29 | 27,615.3602 (1) | D | | |
| Common Shares | | | | | | | | 2,697.191 <u>(2)</u> | Ι | Trust | |

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) | 4. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5) | Expiration Date (Month/Day/Ye | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|--|--|----------------------------------|--|------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisabl | e Expiration Date | Title | Amou or Numb of Sha | |
| Employee Stock Option (Right to Buy) | \$ 28.125 | 09/01/2005 | | М | 13,97 | 73 03/27/2000 <u>(3</u> | <u>)</u> 03/27/2010 | Common Shares | 13,9 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|----------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| COOLEY CHARLES P LUBRIZOL CORP 29400 LAKELAND BLVD WICKLIFFE, OH 44092 | | | Sr. Vice President and CFO | | | | |
| Signatures | | | | | | | |

/s/Charles P. Cooley by Andrea A. Zwegat

**Signature of Reporting Person

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).

09/06/2005

Date

- (1) Reflects acquisitions pursuant to a dividend reinvestment plan exempt under Rule 16a-11.
- (2) Reflects end-of-period holdings resulting from acquisitions pursuant to a qualified plan, which are exempt under Section 16b-3(c).
- (3) Options vest 50% one year after grant date, 75% two years after grant date and 100% three 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.