#### HARNETT GORDON D

Form 4

February 14, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or 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).

(City)

(State)

(Zip)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HARNETT GORDON D |          |          | Issuer Name and Ticker or Trading     Symbol     LUBRIZOL CORP [LZ] | 5. Relationship of Reporting Person(s) to Issuer  |
|--|----------|----------|---|---|
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction                                     | (Check all applicable)  |
| 29400 LAKELAND BLVD  |          |          | (Month/Day/Year)<br>02/10/2006                                      | _X_ Director 10% Owner Officer (give title below) Other (specify below)                           |
|  | (Street) |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |
| WICKLIFFE, OH 44092  |          |          |   | Form filed by More than One Reporting Person  |

|                                      |   | Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiently Owned |  |                                |        |              |  |  |   |
|--------------------------------------|---|---|--|--------------------------------|--------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                     | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securion(A) or D (Instr. 3, | ispose | ed of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Shares                     | 02/10/2006                              |   | M                                      | 2,000                          | A      | \$<br>27.625 | 23,061.4813<br>(1)   | D  |   |
| Common<br>Shares                     | 02/10/2006                              |   | S                                      | 2,000                          | D      | \$<br>42.656 | 21,061.4813<br>(1)   | D  |   |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: HARNETT GORDON D - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab<br>Expiration Date<br>(Month/Day/Year |                    | 7. Title and A Underlying S (Instr. 3 and | Securities                            |
|---|---|--------------------------------------|---|--|---|---|--------------------|---|---------------------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date Exercisable  | Expiration<br>Date | Title                                     | Amoun<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 27.625   | 02/10/2006                           |   | M                                      | 2,000   | 04/22/1996(2)   | 04/22/2006         | Common<br>Shares                          | 2,000                                 |

# **Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| r g  | Director      | 10% Owner | Officer | Other |  |  |  |
| HARNETT GORDON D<br>29400 LAKELAND BLVD<br>WICKLIFFE, OH 44092 | X             |           |         |       |  |  |  |

### **Signatures**

/s/Gordon D. Harnett by Andrea A.

Zwegat

02/14/2006

\*\*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.
- (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.

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