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LUBRIZOL CORP

Form 5

February 09, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Mitsch, Ronald A.

3050 Minnesota World Trade Center

30 Seventh Street East

St. Paul, MN 55101-4001

2. Issuer Name and Ticker or Trading Symbol

The Lubrizol Corporation

LZ

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/00

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

(specify below)

7. Individual or Joint/Group Reporting (Check Applicable Line)

(X) Form filed by One Reporting Person

() Form filed by More than One Reporting Person

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

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year
Common Shares	(1)	A	679.6435	15,606.0457 (2)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Percentage of Total Ownership

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Director Stock Options (\$25.7188 5/1/2 A	2,500	A	5/1/2 5/1/2 Common Share 1,250	
Right to Buy)	000		001 010 s	

			5/1/2 5/1/2 Common Share 625	
			002 010 s	

			5/1/2 5/1/2 Common Share 625	
			003 010 s	

Explanation of Responses:

(1) Granted on various dates between January 1 and December 31, 2000 pursuant to Lubrizol's deferred stock compensation plan.

(2) Includes Common Shares that previously were reported on Table I as Phantom Stock Units, which are payable in Common Shares on a 1-for-1 basis.

SIGNATURE OF REPORTING PERSON

/s/ Ronald A. Mitsch by Leslie M. Reynolds

DATE

February 8, 2001