

LUBRIZOL CORP
Form SC 13G/A
February 01, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Amendment No.: 1*

Name of Issuer: The Lubrizol Corporation

Title of Class of Securities: Common Stock

CUSIP Number: 54927110-4

Date of Event Which Requires Filing of this Statement: 12/31/2006

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 54927110-4

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Janus Capital Management LLC
EIN #75-3019302
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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- a. _____
- b. _____

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
-0-
 - 6. SHARED VOTING POWER
2,170,294**
 - 7. SOLE DISPOSITIVE POWER
-0-
 - 8. SHARED DISPOSITIVE POWER
2,170,294**
 - 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,170,294**
 - 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
Not applicable
 - 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.2%**
 - 12. TYPE OF REPORTING PERSON
IA, HC
- ** See Item 4 of this filing

Item 1.

- (a). Name of Issuer: The Lubrizol Corporation ("Lubrizol")
- (b). Address of Issuer's Principal Executive Offices:

29400 Lakeland Blvd
Wickliffe, OH 44092

Item 2.

- (a)-(c). Name, Principal Business Address, and Citizenship of Persons
Filing:

(1) Janus Capital Management LLC ("Janus Capital")
151 Detroit Street
Denver, Colorado 80206
Citizenship: Delaware
- (d). Title of Class of Securities: Common Stock
- (e). CUSIP Number: 54927110-4

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Item 3.

This statement is filed pursuant to Rule 13d-1 (b) or 13d-2(b) and the person filing, Janus Capital, is an investment adviser in accordance with Section 240.13d-1(b)(ii)(E) as well as a parent holding company/control person in accordance with Section 240.13d-1(b)(ii)(G). See Item 4 for additional information.

Item 4. Ownership

The information in items 1 and 5 through 11 on the cover page(s) on Schedule 13G is hereby incorporated by reference.

Janus Capital has an indirect 82.5% ownership stake in Enhanced Investment Technologies LLC ("INTECH") and an indirect 30% ownership stake in Perkins, Wolf, McDonnell and Company, LLC ("Perkins Wolf"). Due to the above ownership structure, holdings for Janus Capital, Perkins Wolf and INTECH are aggregated for purposes of this filing. Janus Capital, Perkins Wolf and INTECH are registered investment advisers, each furnishing investment advice to various investment companies registered under Section 8 of the Investment Company Act of 1940 and to individual and institutional clients (collectively referred to herein as "Managed Portfolios").

As a result of its role as investment adviser or sub-adviser to the Managed Portfolios, Perkins Wolf may be deemed to be the beneficial owner of 2,167,394 shares or 3.2% of the shares outstanding of Lubrizol Common Stock held by such Managed Portfolios. However, Perkins Wolf does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights. These holdings may also be aggregated within 13g filings submitted by Mac-Per-Wolf Company, the majority owner of Perkins Wolf.

As a result of its role as investment adviser or sub-adviser to the Managed Portfolios, INTECH may be deemed to be the beneficial owner of 2,900 shares or 0.0% of the shares outstanding of Lubrizol Common Stock held by such Managed Portfolios. However, INTECH does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights.

Item 5. Ownership of Five Percent or Less of a Class

The Managed Portfolios, set forth in Item 4 above, have the right to receive all dividends from, and the proceeds from the sale of, the securities held in their respective accounts.

This statement is being filed to report the fact that the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities.

Item 6. Ownership of More than Five Percent on Behalf of Another

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Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Perkins Wolf is an indirect subsidiary of Janus Capital (Janus Capital has a indirect 30% ownership stake) and is a registered investment adviser furnishing investment advice to various investment companies registered under Section 8 of the Investment Company Act of 1940 and to individual and institutional clients.

INTECH is an indirect subsidiary of Janus Capital (Janus Capital has a indirect 82.5% ownership stake) and is a registered investment adviser furnishing investment advice to various investment companies registered under Section 8 of the Investment Company Act of 1940 and to individual and institutional clients.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

JANUS CAPITAL MANAGEMENT LLC

By /s/ David R. Kowalski 1/31/2007
David R. Kowalski, Date
Senior Vice President and CCO

PERKINS, WOLF, MCDONNELL AND COMPANY, LLC

By /s/ David R. Kowalski 1/31/2007
David R. Kowalski Date
Under Power of Attorney dated 01/26/06
On file with Schedule 13G for
Cooper Tire & Rubber Company 2/14/06

ENHANCED INVESTMENT TECHNOLOGIES LLC

By /s/ David R. Kowalski 1/31/2007

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David R. Kowalski
Vice President

Date

phone number. 4. State the bank or broker at which your shares are held and your control number as shown below:
Name: NA.1 Broker: Broker Control Number: ControlNum Number of Shares: NumShares 5. Give the operator your voting preferences, using the proxy text below. This Proxy is Solicited on Behalf of SunTrust Banks, Inc. in Opposition to the Solicitation by the Wachovia Board of Directors for Use at the Annual Meeting of Shareholders of Wachovia Corporation to be Held on August 3, 2001 The undersigned shareholder of Wachovia Corporation ("Wachovia") hereby appoints Theodore J. Hoepner and John W. Spiegel and each or any of them, attorneys and proxies of the undersigned, with full power of substitution, to vote all of the shares of common stock, par value \$5.00 per share, of Wachovia which the undersigned is entitled to vote at the Annual Meeting of Shareholders of Wachovia to be held on August 3, 2001 and at any adjournments, postponements, continuations or reschedulings thereof (the "Annual Meeting"), with all the powers the undersigned would possess if personally present at the Annual Meeting, as directed below. THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER AND AT THE DISCRETION OF THE PROXY HOLDERS AS TO ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. IF NO DIRECTION IS INDICATED FOR ITEM 1, THIS PROXY WILL BE VOTED AGAINST APPROVAL OF THE WACHOVIA/FIRST UNION PLAN OF MERGER. IF NO DIRECTION IS INDICATED ON ITEMS 2 OR 3, THIS PROXY WILL ABSTAIN FROM VOTING WITH RESPECT TO THOSE ITEMS. THIS PROXY REVOKES ALL PRIOR PROXIES GIVEN BY THE UNDERSIGNED WITH RESPECT TO THE MATTERS COVERED HEREBY. SUNTRUST RECOMMENDS THAT YOU VOTE AGAINST ITEM 1 BELOW

1. Approval of the plan of merger contained in the Agreement and Plan of Merger, dated April 15, 2001, and amended and restated, between Wachovia Corporation, a North Carolina corporation, and First Union Corporation, a North Carolina corporation. () AGAINST () FOR () ABSTAIN 2. Election of directors of Wachovia Corporation James S. Balloun Peter C. Browning W. Hayne Hipp Lloyd U. Noland, III Dona Davis Young *INSTRUCTION: (To withhold authority to vote for any individual nominee, give that individual's name to the operator.) () FOR all nominees () WITHHOLD AUTHORITY () ABSTAIN listed (except as for all nominees indicated)* listed 3. Ratification of the appointment of Ernst & Young LLP as Wachovia Corporation's independent auditors for the year 2001. () FOR () AGAINST () ABSTAIN 4. The proxies are authorized to vote in their discretion upon all such other matters as may properly come before the Annual Meeting. Please give your name to the operator exactly as it appears hereon. When signing as attorney, executor, administrator, trustee or guardian please give your full title. If a corporation, please sign in full corporate name by the president or other authorized officer. If a partnership, please sign the partnership name by authorized person(s). If you need assistance in voting your shares, please call Innisfree M&A Incorporated, SunTrust's proxy solicitor, Toll-free at 1-877-750-9501 On May 14, 2001 SunTrust delivered a merger proposal to the Board of Directors of Wachovia. Subject to future developments, SunTrust intends to file with the SEC a registration statement at a date or dates subsequent hereto to register the SunTrust shares to be issued in its proposed merger with Wachovia. Investors and security holders are urged to read the registration statement (when available) and any other relevant documents filed or to be filed with the SEC, as well as any amendments or supplements to those documents, because they contain (or will contain) important information. Investors and security holders may obtain a free copy of the registration statement (when available) and such other relevant documents at the SEC's Internet web site at www.sec.gov. The registration statement (when available) and such other documents may also be obtained free of charge from SunTrust by directing such request to: SunTrust, 303 Peachtree Street, N.E., Atlanta, GA 30308, Attention: Gary Peacock (404-658-4753).