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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

Bauer, Joseph W.

29400 Lakeland Boulevard

Wickliffe, OH 44092

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)

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

Vice President and General Counsel

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	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Year
Common Shares	(1)	A	75.8591	A (1)		1,102.7648 (2)
Common Shares						1,881.2863 (3)

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. Put or Call or Other Feature of Underlying Securities

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Employee Stock Option (Right to Buy)	\$28.1250	3/27/2000	A	16,500	A	3/27/2001	3/27/2010	Common Shares	8,250	
						3/27/2002	3/27/2010	Common Shares	4,125	
						3/27/2003	3/27/2010	Common Shares	4,125	

Explanation of Responses:

(1) Acquired on various dates between January 1 and December 31, 2000, pursuant to Lubrizol's deferred compensation plans, at prices ranging from \$21.6250 to \$27.9375 per share.

(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.

(3) Reflects end-of-period holdings resulting from acquisitions pursuant to a qualified plan, which are exempt under Section 16b-3(c).

SIGNATURE OF REPORTING PERSON

/s/ Joseph W. Bauer by Leslie M. Reynolds

DATE

February 8, 2001