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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

Elliott, Peggy Gordon

President

South Dakota State University

PO Box 2201

Brookings, SD 57007-2298

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	657.2174 A	5,178.3812 (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 Option (Right to Buy)	\$25.7188	5/1/2000	A	2,500	A	5/1/2001	5/1/2010	Common Share	1,250	
						5/1/2002	5/1/2010	Common Share	625	
						5/1/2003	5/1/2010	Common Share	625	

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/ Peggy Gordon Elliott by Leslie M. Reynolds

DATE

February 8, 2001