LUBRIZOL CORP Form 4 May 24, 2005

FORM 4

Section 16.

Form 4 or

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL O'

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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).

Shares

(Print or Type Responses)

1. Name and ABAUER JC	Address of Reporting OSEPH W	Symbol	uer Name and Ticker or Trading l RIZOL CORP [LZ]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle) 3. Date	of Earliest Transaction	(Check all applicable)				
29400 LAK	KELAND BLVD	(Month 05/20/	n/Day/Year) /2005	Director 10% Owner _X_ Officer (give title Other (specify below) VP and General Counsel				
	(Street)		mendment, Date Original fonth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WICKLIFF	FE, OH 44092			Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 3, 4 and 5)	Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)				
Common Shares	05/20/2005		A 8.5456 A \$ 37.9	22,791.0984 D				
Common				329.4174 (2) I Trust				

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Num	Number		
						LACICISAUIC			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

BAUER JOSEPH W 29400 LAKELAND BLVD WICKLIFFE, OH 44092

VP and General Counsel

Signatures

/s/ Joseph W. Bauer by Peggy A. Wyszynski

05/24/2005

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

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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