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LUBRIZOL CORP  
 Form 5  
 February 13, 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

Le Couedic, Yannick  
 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

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)<br>Amount | 5. Amount of Securities Beneficially Owned at End of Year |
|----------------------|---------------------|---------|---|---|
| Common Shares        | (1)                 | A       | 328.4452  | 3,283.6658 (2)  |
| Common Shares        | 6/9/00              | I       | 260.2685  | 2,478.3201 (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)<br>Amount | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Percentage of Total Ownership |
|---------------------------------|--|---------------------|---------|--|--|--|----------------------------------|
|                                 |  |                     |         |  |  | Title and Number of Shares                   |                                  |

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|                                      |   |           |           |   |        |   |           |           |               |       |
|--------------------------------------|---|-----------|-----------|---|--------|---|-----------|-----------|---------------|-------|
| Employee Stock Option (Right to Buy) | R | \$28.1250 | 3/27/2000 | A | 16,500 | A | 3/27/2001 | 3/27/2010 | Common Shares | 8,250 |
|                                      |   |           |           |   |        |   |           |           |               |       |
|                                      |   |           |           |   |        |   |           |           |               |       |
|                                      |   |           |           |   |        |   |           |           |               |       |
|                                      |   |           |           |   |        |   |           |           |               |       |
|                                      |   |           |           |   |        |   |           |           |               |       |

Explanation of Responses:

- (1) Acquired on various dates between January 1 and December 31, 2000, pursuant to Lubrizol's deferred compensation plan, at prices ranging from \$21.6875 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. Also reflects acquisitions pursuant to a dividend reinvestment plan exempt under Rule 16a-11.
- (3) Reflects end-of-period holdings resulting from acquisitions pursuant to a qualified plan, which are exempt under Rule 16b-3(c).

SIGNATURE OF REPORTING PERSON

/s/ Yannick Le Couedic by Leslie M. Reynolds

DATE

February 8, 2001