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LUBRIZOL CORP Form 4 February 25, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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| 1. Name and Ao Madar, Willian | • | | | me and Tick ol Corporat | | C | F to | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|----------|----------------------|-------------------------------|----------------------------|---------------------------------------|------------------------------|--|---|-------------------------|----------------------------------|--|--|
| (Last) (First) (Middle) 29400 Lakeland Boulevard | | | | rting | ntification Ng Person, (voluntary) | lumber | | th/Day/Year | X Director | | | |
| Wickliffe , OH | | | | | | of Original ((nth/Day/Year) | 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City | (State) | T | able | e I Non-D | erivati | rities Acquired, Dispos | sposed of, or Beneficially Owned | | | | | |
| 1. Title of 2. Trans- 2A. Deemed Execution Date Date, (Month/ Day/ if any | | | 3. Transaction Code (Instr. 8 | | | Acqui of (D) | ired (A) | 5. Amount of Securities Beneficially Owned Follow- | 6. Owner- ship Form: | 7. Nature of Indirect Beneficial | | |
| | Year) | (Month/Day/ Year) | Code | V | Amount | (A) or (D) | Price | ing Reported Transactions(s) (Instr. 3 & 4) | (Instr. 4) | (Instr. 4) | | |
| Common Shares | 02/24/03 | | A | | 105.8201 | A | \$2835 | 19,433.843 | <u>D</u> | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. Conver- | 3. | 3A. | 4. | 5. | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Nature |
|-------------|------------|---------|-----------|---------|------------|---------------------|----------------|-------------|----------------|-----------|-------------|
| Derivative | sion or | Trans- | Deemed | Trans- | Number | and Expiration | Amount of | Derivative | Derivative | Owner- | of Indirect |
| Security | Exercise | action | Execution | action | of | Date | Underlying | Security | Securities | ship | Beneficial |
| | Price of | Date | Date, | Code | Derivati | Me Ionth/Day/ | Securities | (Instr. 5) | Beneficially | Form | Ownership |
| (Instr. 3) | Derivative | | if any | | Securition | X ear) | (Instr. 3 & 4) | | Owned | of Deriv- | (Instr. 4) |
| | Security | (Month/ | (Month/ | (Instr. | Acquire | d | | | Following | ative | |
| | | Day/ | Day/ | 8) | (A) or | | | | Reported | Security: | |
| | | Year) | Year) | | Dispose | đ | | | Transaction(s) | Direct | |

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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| | | | | | (I 3 | | | | | | | | (D) or Indirect (I) (Instr. 4) | | |
|--|--|--|--|------|---------|-----|--|--------------|------|-------|--------|--|--------------------------------|--|---|
| | | | | Code | V | (A) | | | | Title | Amount | | | | |
| | | | | | | | | Exer-cisable | tion | | or | | | | l |
| | | | | | | | | | Date | | Number | | | | l |
| | | | | | | | | | | | of | | | | l |
| | | | | | | | | | | | Shares | | | | l |

Explanation of Responses:

(1) Reflects acquisitions pursuant to a dividend reinvestment plan exempt under Rule 16a-11.

By: /s/ William P. Madar by Leslie M. Reynolds 02/25/03

Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).