

September 26, 2007

Mail Stop 4651

*By U.S. Mail and facsimile to (440) 347-1648*

Mr. James L. Hambrick  
Chief Executive Officer  
Lubrizol Corp.  
29400 Lakeland Boulevard  
Wickliffe, Ohio 44092-2298

**Re: Lubrizol Corp.  
Definitive 14A  
Filed on March 14, 2007  
File Number 001-05263**

Dear Mr. Hambrick:

We have limited our review of your definitive proxy statement to your executive compensation and other related disclosure and have the following comments. Our review of your filing is part of the Division's focused review of executive compensation disclosure.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filings. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call me at the telephone number listed at the end of this letter.

In some comments we have asked you to provide us with additional information so we may better understand your disclosure. Please do so within the time frame set forth below. You should comply with the remaining comments in all future filings, as applicable. Please confirm in writing that you will do so and also explain to us how you intend to comply. Please understand that after our review of all of your responses, we may raise additional comments.

If you disagree with any of these comments, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation.

Independence Determination, page 8

1. Refer to the various relationships of your directors that you describe and the

disclosed percentages with respect to revenues for directors Sweetnam and Abernathy. Please provide how much you purchase from PPG Industries as the amount is absent from your disclosure for Dr. Haynes.

Compensation Discussion and Analysis, page 17

2. The emphasis of your Compensation Discussion and Analysis should be an analysis of the elements and levels of compensation paid to the named executive officers. Your disclosure lacks sufficient quantitative or qualitative discussion of the analyses underlying the decisions to make compensation awards. For your discussion of the Compensation Discussion and Analysis, please explain and place in context why you chose to pay each element and why determinations with respect to one element may or may not have influenced the Compensation Committee's decisions with respect to other allocated or contemplated awards. Refer to Item 402(b)(1)(iv) and (vi) of Regulation S-K.
3. We note your disclosure regarding base salary and annual incentive pay; however, you have not provided sufficient quantitative disclosure of the necessary targets to be achieved with respect to long-term compensation. It is unclear from your disclosure what your targets are and what your executive officers achieved. Please provide such targets and actual performance. Please note that qualitative goals generally need to be presented to conform to the requirements of Item 402(b)(2)(v) of Regulation S-K. To the extent you believe that disclosure of the targets is not required because it would result in competitive harm such that the targets could be excluded under Instruction 4 to Item 402(b) of Regulation S-K, please provide on a supplemental basis a detailed explanation for such conclusion. Please also note that to the extent that you have an appropriate basis for omitting the specific targets, you must discuss how difficult it would be for the named executive officers or how likely it will be for you to achieve the undisclosed target levels or other factors. In addition, it appears that you have considered targets for 2007 and subsequent years. Please disclose such targets.
4. You disclose the influence of individual performance on compensation on pages 18, 20 and 21; however, there is minimal analysis and discussion of the effect individual performance has on compensation awards. Please provide details and analysis of how individual performance contributed to actual 2006 compensation for the named executive officers. For example, discuss in detail the achievement of the financial and operational goals within a named executive officer's individual area of responsibility. See Item 402(b)(2)(vii) of Regulation S-K.
5. The Compensation Discussion and Analysis should be sufficiently precise to identify material differences in compensation policies with respect to individual named executive officers. Please refer to Section II.B.1. of Commission Release

- No. 33-8732A. We note wide disparities in each of the columns listing Mr. Hambrick's compensation as compared to those of other named executive officers. Please provide a more detailed discussion of how and why Mr. Hambrick's compensation differs from that of the other named executive officers. If policies or decisions relating to a named executive officer are materially different from the other officers, please discuss this on an individualized basis.
6. Please disclose the relationships between management, the Compensation Committee and Mercer Human Resource Consulting to provide a materially complete description of the consultant's role with the company. Include a complete description of the nature and scope of the assignments of the consultant and how its roles and responsibilities differ depending on whether it has been engaged by management or the Compensation Committee and the interaction, if any, between the various groups. See Item 407(e)(3)(iii) of Regulation S-K. In addition, to the extent the consultant maintains multiple business relationships with the company, disclose this and provide a breakdown of the executive compensation-related work and work performed in all other capacities.

Potential Payments Upon Termination or Change in Control, page 35

7. Please disclose in your narrative how you determined the appropriate payment and benefit levels under the various circumstances that trigger payments or provision of benefits. Besides the employment agreement, please provide background on how you arrived at and determined such appropriate levels. Refer to Item 402(b)(1)(v) of Regulation S-K.

Please respond to our comments by October 26, 2007, or tell us by that time when you will provide us with a response.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

When you respond to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;

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- staff comments or changes to disclosure in response to comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to comments.

Please contact me at (202) 551-3422 with any questions.

Sincerely,

Timothy A. Geishecker  
Senior Counsel