

MILNER GRAHAM P  
Form 4  
April 26, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILNER GRAHAM P

(Last) (First) (Middle)  
228 WINTERHAWK LANE  
(Street)

ENCINITAS, CA 92024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WD 40 CO [WDFC]

3. Date of Earliest Transaction (Month/Day/Year)  
04/21/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/21/2011 <sup>(1)</sup>		M <sup>(1)</sup>		10,000 A \$ 27.56	34,722.339	D
Common Stock	04/21/2011 <sup>(1)</sup>		S <sup>(1)</sup>		10,000 D \$ 40.426	24,722.339	D
Common Stock	04/21/2011 <sup>(1)</sup>		M <sup>(1)</sup>		5,500 A \$ 29.3	30,222.339	D
Common Stock	04/21/2011 <sup>(1)</sup>		S <sup>(1)</sup>		5,500 D \$ 40.426	24,722.339	D
Common Stock	04/25/2011 <sup>(1)</sup>		M <sup>(1)</sup>		9,000 A \$ 27.27	33,722.339	D

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Common Stock	04/25/2011 <sup>(1)</sup>	S <sup>(1)</sup>	9,000	A	\$ 40.282	24,722.339	D
Common Stock	04/25/2011 <sup>(1)</sup>	M <sup>(1)</sup>	4,500	A	\$ 29.3	29,222.339	D
Common Stock	04/25/2011 <sup>(1)</sup>	S <sup>(1)</sup>	4,500	D	\$ 40.282	24,722.339	D
Common Stock	04/25/2011 <sup>(1)</sup>	M <sup>(1)</sup>	7,600	A	\$ 27.67	32,322.339	D
Common Stock	04/25/2011 <sup>(1)</sup>	S <sup>(1)</sup>	7,600	D	\$ 40.282	24,722.339	D
Common Stock	04/26/2011 <sup>(1)</sup>	M <sup>(1)</sup>	400	A	\$ 27.67	25,122.339	D
Common Stock	04/26/2011 <sup>(1)</sup>	S <sup>(1)</sup>	400	D	\$ 40.49	24,722.339 <sub>(2)</sub>	D

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Underlying Securities
Non-qualified Stock Option	\$ 27.56	04/21/2011 <sup>(1)</sup>		M <sup>(1)</sup>	10,000	09/24/2005	09/24/2012	Common Stock	10
Non-Qualified Stock Option	\$ 29.3	04/21/2011 <sup>(1)</sup>		M <sup>(1)</sup>	5,500	09/23/2006	09/23/2013	Common Stock	5
Non-qualified Stock Option	\$ 29.3	04/25/2011 <sup>(1)</sup>		M <sup>(1)</sup>	4,500	09/23/2006	09/23/2013	Common Stock	4
Non-qualified Stock Option	\$ 27.67	04/25/2011 <sup>(1)</sup>		M <sup>(1)</sup>	7,600	10/19/2007	10/19/2014	Common Stock	7
Non-qualified Stock Option	\$ 27.27	04/25/2011 <sup>(1)</sup>		M <sup>(1)</sup>	9,000	10/18/2008	10/18/2015	Common Stock	9

