

FREEMAN MICHAEL L
Form 4
July 16, 2012

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FREEMAN MICHAEL L

(Last) (First) (Middle)

1061 CUDAHY PLACE

(Street)

SAN DIEGO, CA 92110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Division President, Americas

6. Individual or Joint/Group Filing(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 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/13/2012 ⁽¹⁾		M ⁽¹⁾	V Amount (A) or (D) Price 2,000 A \$ 35.99	29,622.878	D	
Common Stock	07/13/2012 ⁽¹⁾		M ⁽¹⁾	5,700 A \$ 36.03	35,322.878	D	
Common Stock	07/13/2012 ⁽¹⁾		S ⁽¹⁾	7,700 D \$ 47.99	27,622.878 ⁽²⁾	D	

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

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SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option	\$ 35.99	07/13/2012 ⁽¹⁾		M ⁽¹⁾		2,000		10/17/2009	10/17/2016	Common Stock	2,000
Non-qualified Stock Option	\$ 36.03	07/13/2012 ⁽¹⁾		M ⁽¹⁾		5,700		10/16/2010	10/16/2017	Common Stock	5,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FREEMAN MICHAEL L 1061 CUDAHY PLACE SAN DIEGO, CA 92110	Division President, Americas

Signatures

Michael L.
Freeman 07/13/2012

 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) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.

Total includes 2,158,878 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Also includes 6,987

(2) Restricted Stock Units, of which 3,016 are subject to future vesting, and 4,547 Performance Share Units, all of which are subject to future vesting.

(3) Not applicable.

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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