

WD 40 CO  
Form 8-K  
December 17, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C.

20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): December 14, 2004**

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**WD-40 COMPANY**

(Exact Name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-6936-3**  
(Commission File Number)

**95-1797918**  
(I.R.S. Employer  
Identification Number)

**1061 Cudahy Place, San Diego, California**

**92110**

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(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (619) 275-1400**

**No Changes to name or address.**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Mr. Edward J. Walsh retired from the board of directors of WD-40 Company effective December 14, 2004. He is President of The Sparta Group, Ltd., a business consulting organization. Mr. Walsh was employed by The Dial Corporation and its predecessor Armour-Dial Corporation for 27 years, serving as its president and Chief Executive Officer until his retirement in 1987. He has been a director of WD-40 Company since 1988.

**Item 8.01 Other Events**

On December 15, 2004, the WD-40 Company ( the Company ) issued a news release with respect to the declaration of the Company s regular quarterly dividend. The press release is being filed as Exhibit 99.1 hereto and is incorporated by reference into this Item 8.01.

On December 16, 2004, the WD-40 Company ( the Company ) issued a news release with respect to the clarification of dividend record and payment dates erroneously reported in a NASDAQ communication dated December 14, 2004. The press release is being filed as Exhibit 99.2 hereto and is incorporated by reference into this Item 8.01.

<u>Exhibit #</u>	<u>Description</u>
99.1	News Release by the WD-40 Company dated December 15, 2004.
99.2	News Release by the WD-40 Company dated December 16, 2004.

SIGNATURES:

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 16, 2004

WD-40 Company  
(Registrant)

/s/ MICHAEL J. IRWIN

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Michael J. Irwin  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)