

HOLDSWORTH GEOFFREY
 Form 4
 November 15, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLDSWORTH GEOFFREY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1061 CUDAHY PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Managing Director AsiaPacific

SAN DIEGO, CA 92110

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	Price	
Common Stock	11/10/2010 ⁽¹⁾		M ⁽¹⁾		10,000	A \$ 29.3	25,436 D
Common Stock	11/10/2010 ⁽¹⁾		S ⁽¹⁾		10,000	D \$ 38.3	15,436 D
Common Stock	11/12/2010 ⁽¹⁾		S ⁽¹⁾		2,277	D \$ 38.15	13,159 ⁽³⁾ 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)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 29.3	11/10/2010 ⁽¹⁾		M ⁽¹⁾	10,000	09/23/2006	09/23/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOLDSWORTH GEOFFREY
1061 CUDAHY PLACE
SAN DIEGO, CA 92110

Managing Director AsiaPacific

Signatures

Geoffrey J.
Holdsworth

11/15/2010

**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.

(2) Price given is the average sales price for all shares sold at sale prices ranging between \$38.02 and \$38.36.

(3) Total includes 8,359 Restricted Stock Units, of which 5,711 are subject to future vesting, and 4,800 Performance Share Units, all of which are subject to future vesting.

(4) Not applicable.

In addition to the reported options in Table II, the reporting person holds options to acquire 40,000 common shares as follows: 10,000 non-qualified stock options (NQSO) exercisable 9/24/05 at \$27.56 expiring 09/24/12; 10,000 NQSO exercisable 10/17/09 at \$35.99 expiring 10/17/16; and 20,000 NQSO exercisable 10/16/10 at \$36.03 expiring 10/16/17.

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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