Mitchell Maria Form 4 April 21, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or GES IN BENEFICIAL OWNERSHIP OF 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| Name and Address of Reporting Person * Mitchell Maria | | | 2. Issuer Name and Ticker or Trading Symbol WD 40 CO [WDFC] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|-------------|----------|--|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 1061 CUDAHY PLACE | | | (Month/Day/Year) 01/31/2011 | Director 10% OwnerX_ Officer (give title Other (specification) below) VP, Corporate Secretary | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| SAN DIEGO | O, CA 92110 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I. Non Donivative Committee A. | aguined Dianoged of an Deneficially Oven | | | |

| (City) | (State) | 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. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | | Beneficially Form: Owned Direct (D) Following or Indirect | Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | Code V | | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | | | |
| Common Stock | 01/31/2011(1) | | P(1) | 16.739 | Α . | \$ 39.4426 (2) | 8,536.094 (3) | D | | | |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|---|---------------|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mitchell Maria 1061 CUDAHY PLACE SAN DIEGO, CA 92110

VP, Corporate Secretary

Signatures

Maria M. 04/21/2011 Mitchell

**Signature of Date
Reporting Person

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) Shares acquired upon automatic reinvestment of dividends through broker dividend reinvestment program.
- The reporting person realized a \$10.50 short swing profit in violation of Section 16(b) of the Securties Exchange Act of 1934 upon sale of (2) shares on February 15, 2011 at a sale price of \$40.07. The Issuer has received payment from the reporting person for such amount as required by Section 16(b).
 - Total includes 596.071 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 4,769
- (3) Restricted Stock Units, all of which are subject to future vesting. Total also includes 0.284 shares not previously reported on the reporting person's Form 3 filed 12/23/10 due to rounding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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