

IRWIN MICHAEL J
Form 4
November 12, 2010

FORM 4

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

OMB APPROVAL

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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 *
IRWIN MICHAEL J

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)
11/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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	(A) or (D)	Price
Common Stock	10/21/2010 ⁽¹⁾		M ⁽¹⁾		7,300	A	\$ 27.27
Common Stock	11/09/2010 ⁽¹⁾		S ⁽¹⁾		7,300	D	\$ 39.71
Common Stock	11/09/2010 ⁽¹⁾		M ⁽¹⁾		3,219	A	\$ 20.75
Common Stock	11/09/2010 ⁽¹⁾		S ⁽¹⁾		3,219	D	\$ 39.57
Common Stock	11/09/2010 ⁽¹⁾		M ⁽¹⁾		10,000	A	\$ 35.99

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Common Stock	11/09/2010 ⁽¹⁾	S ⁽¹⁾	10,000	D	\$ 39.71	21,906	D
Common Stock	11/09/2010 ⁽¹⁾	M ⁽¹⁾	17,600	A	\$ 36.03	39,506	D
Common Stock	11/09/2010 ⁽¹⁾	S ⁽¹⁾	17,600	D	\$ 39.71	21,906	D
Common Stock	11/09/2010 ⁽¹⁾	M ⁽¹⁾	5,181	A	\$ 20.75	27,087	D
Common Stock	11/09/2010 ⁽¹⁾	S ⁽¹⁾	5,181	D	\$ 39.57	21,906	D
Common Stock	11/09/2010 ⁽¹⁾	M ⁽¹⁾	10,000	A	\$ 27.56	31,906	D
Common Stock	11/09/2010 ⁽¹⁾	S ⁽¹⁾	10,000	D	\$ 39.57	21,906	D
Common Stock	11/09/2010 ⁽¹⁾	M ⁽¹⁾	10,000	A	\$ 29.3	31,906	D
Common Stock	11/09/2010 ⁽¹⁾	S ⁽¹⁾	10,000	D	\$ 39.57	21,906	D
Common Stock	11/09/2010 ⁽¹⁾	M ⁽¹⁾	9,000	A	\$ 27.67	30,906	D
Common Stock	11/09/2010 ⁽¹⁾	S ⁽¹⁾	9,000	D	\$ 39.57	21,906 ⁽²⁾	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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Non-qualified Stock Option	\$ 27.27	11/09/2010 ⁽¹⁾		M ⁽¹⁾	7,300	10/18/2008	10/18/2015	Common Stock	7,

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Incentive Stock Option	\$ 20.75	11/09/2010 ⁽¹⁾	M ⁽¹⁾	3,219	09/25/2004	09/25/2011	Common Stock	3,
Non-qualified Stock Option	\$ 35.99	11/09/2010 ⁽¹⁾	M ⁽¹⁾	10,000	10/17/2009	10/17/2016	Common Stock	10,
Non-qualified Stock Option	\$ 36.03	11/09/2010 ⁽¹⁾	M ⁽¹⁾	17,600	10/16/2010	10/16/2017	Common Stock	17,
Non-qualified Stock Option	\$ 20.75	11/09/2010 ⁽¹⁾	M ⁽¹⁾	5,181	09/25/2004	09/25/2011	Common Stock	5,
Non-qualified Stock Option	\$ 27.56	11/09/2010 ⁽¹⁾	M ⁽¹⁾	10,000	09/24/2005	09/24/2012	Common Stock	10,
Non-qualified Stock Option	\$ 29.3	11/09/2010 ⁽¹⁾	M ⁽¹⁾	10,000	09/23/2006	09/23/2013	Common Stock	10,
Non-qualified Stock Option	\$ 27.67	11/09/2010 ⁽¹⁾	M ⁽¹⁾	9,000	10/19/2007	10/19/2014	Common Stock	9,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRWIN MICHAEL J 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Executive Vice President	

Signatures

Maria M. Mitchell, as attorney-in-fact for Michael J. Irwin

11/11/2010

__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.

Total includes 760 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account - estimated number of shares

(2) based upon equivalent value of units held. Total also includes 8,359 Restricted Stock Units, 5,711 of which are subject to future vesting, and 4,800 Performance Share Units, 2,400 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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