

RIDGE GARRY O
Form 4
July 26, 2011

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 *
RIDGE GARRY O

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

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
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 | 07/22/2011 ⁽¹⁾ | | M ⁽¹⁾ | | 12,000 | A | \$ 27.67 |
| Common Stock | 07/22/2011 ⁽¹⁾ | | S ⁽¹⁾ | | 12,000 | D | \$ 47.5 |
| Common Stock | 07/22/2011 ⁽¹⁾ | | M ⁽¹⁾ | | 24,000 | A | \$ 27.27 |
| Common Stock | 07/22/2011 ⁽¹⁾ | | S ⁽¹⁾ | | 24,000 | D | \$ 47.5 |

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

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-qualified Stock Option | \$ 27.67 | 07/22/2011 ⁽¹⁾ | | M ⁽¹⁾ | 12,000 | 10/19/2007 10/19/2014 | Common Stock | 12 |
| Non-qualified Stock Option | \$ 27.27 | 07/22/2011 ⁽¹⁾ | | M ⁽¹⁾ | 24,000 | 10/18/2008 10/18/2015 | Common Stock | 24 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| RIDGE GARRY O 1061 CUDAHY PLACE SAN DIEGO, CA 92110 | X | | President & CEO | |

Signatures

Garry O. Ridge 07/26/2011
 __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) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
 Total includes 1,106,342 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 20,468
- (2) Restricted Stock Units, of which 14,584 are subject to future vesting, and 19,200 Performance Share Units, all of which are subject to future vesting.
- (3) Not applicable.
- (4) In addition to the reported options in Table II, the reporting person holds options to acquire 95,000 common shares as follows: 35,000 non-qualified stock options (NQSO) exercisable 10/17/09 at \$35.99 expiring 10/17/16; and 60,000 NQSO exercisable 10/16/10 at \$36.03 expiring 10/16/17.

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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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