

CRIVELLO MARIO L  
Form 5  
November 14, 2012

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2015  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
CRIVELLO MARIO L  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

14393 ENGELMANN LANE  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
08/31/2012

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

VALLEY CENTER, CA 92082  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	05/10/2004	^	G5	361 (1) D	\$ 30.46 (2)	688,169	I As Trustee (3)
Common Stock	01/23/2006	^	G5	744 (1) D	\$ 29.57 (2)	688,169	I As Trustee (3)
Common Stock	^	^	^	^ ^ ^	^ ^ ^	110,633 (4) (5)	D ^

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

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SEC 2270  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRIVELLO MARIO L 14393 ENGELMANN LANE VALLEY CENTER, CA 92082	X			

## Signatures

Maria M. Mitchell as attorney in fact for Mario L. Crivello  
11/14/2012

\_\_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) The reporting person is reporting previously unreported gift transfers from shares beneficially owned as Trustee in 2004 and 2006, discovered upon audit of share ownership records.
- (2) Average of high and low stock price for date of gift.
- (3) The reporting person has sole voting and investment power over shares held in trust for the benefit of his mother and remainder beneficiaries.
- (4) On October 15, 2012, the reporting person filed Form 4/A to report a correction in the number of shares held directly as of December 8, 2009. 1,963 Restricted Stock Units (common stock equivalents) previously acquired from the Issuer and reported in earlier filings were erroneously omitted from the December 8, 2009 holdings and in subsequent reports. Accordingly, the number of shares held directly by the reporting person as of August 31, 2012 has been adjusted to include the correct holdings as of the fiscal year end.
- (5) Total includes 5,081 Restricted Stock Units (common stock equivalents).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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