

NOBLE WILLIAM B
Form 4
April 07, 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 *
NOBLE WILLIAM B

(Last) (First) (Middle)

BRICK CLOSE, KIIN FARM

(Street)

MILTON KEYNES, X0 MK1 13LJ

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Managing Director, Europe

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/05/2011 ⁽¹⁾		M ⁽¹⁾		203 A \$ 27.67	17,608	D
Common Stock	04/05/2011 ⁽¹⁾		S ⁽¹⁾		203 D \$ 43.4	17,405	D
Common Stock	04/06/2011 ⁽¹⁾		M ⁽¹⁾		1,797 A \$ 27.67	19,202	D
Common Stock	04/06/2011 ⁽¹⁾		S ⁽¹⁾		1,797 D \$ 43.4	17,405	D
Common Stock	04/06/2011 ⁽¹⁾		M ⁽¹⁾		3,153 A \$ 27.67	20,558	D

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Common Stock 04/06/2011⁽¹⁾ S⁽¹⁾ 3,153 D \$ 43.9 17,405⁽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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Non-qualified Stock Option	\$ 27.67	04/05/2011 ⁽¹⁾		M ⁽¹⁾	203	10/19/2007	10/19/2014	Common Stock	203
Non-qualified Stock Option	\$ 27.67	04/06/2011 ⁽¹⁾		M ⁽¹⁾	4,950	10/19/2007	10/19/2014	Common Stock	4,950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOBLE WILLIAM B BRICK CLOSE KIIN FARM MILTON KEYNES, X0 MK1 13LJ			Managing Director, Europe	

Signatures

Maria M. Mitchell as attorney-in-fact for William B. Noble 04/07/2011

__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).

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- (1) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.
- (2) Total includes 8,359 Restricted Stock Units, 4,388 of which are subject to future vesting, and 4,800 Performance Share Units, all of which are subject to future vesting.
- (3) Not applicable.

In addition to the reported options, the reporting person holds options to acquire 40,000 common shares as follows: 10,000 NQSO

- (4) exercisable 09/23/06 at \$29.30 exp. 09/24/13; 10,000 NQSO exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 20,000 NQSO 10/16/10 at \$36.03 exp. 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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