

CLOROX CO /DE/  
Form 8-A12B/A  
February 02, 2006

**FORM 8-A/A**  
**Amendment No. 1**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FOR REGISTRATION OF CERTAIN CLASSES OF**  
**SECURITIES PURSUANT TO SECTION 12(b) OR (g)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934.**  
**The Clorox Company**

(Exact name of registrant as specified in its charter)

Delaware  
(Jurisdiction of incorporation  
or organization)

31-0595760  
(IRS Employer  
Identification No.)

1221 Broadway  
Oakland, California 94612  
(Address of principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on  
which each class is to be registered

Common Stock, \$1.00  
par value

New York Stock Exchange  
Pacific Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

This Amendment No. 1 to the registration statement on Form 8-A/A amends the registration statement on Form 8-A that The Clorox Company (the Company) filed on April 24, 1987.

**Common Stock**

The Company is authorized to issue up to 750,000,000 shares of common stock, \$1.00 par value per share (the Common Stock). Holders of shares of Common Stock are entitled to one vote per share on all matters to be voted on by stockholders. The holders of Common Stock are entitled to receive such dividends, if any, as may be declared from time to time by the Company's Board of Directors out of funds legally available therefor. Upon liquidation or dissolution of the Company, the holders of Common Stock are entitled to share ratably in the distribution of assets, subject to the rights of the holders of Preferred Stock (as defined below), if any. Holders of Common Stock have no preemptive rights, subscription rights or conversion rights. There are no redemption or sinking fund provisions with respect to the Common Stock. As of December 31, 2005, there were approximately 150,109,814 shares of Common Stock outstanding, held by approximately 13,462 holders of record.

In addition, the Company is authorized to issue 5,000,000 shares of preferred stock, \$1.00 par value per share (the Preferred Stock), in one or more series as determined by the Board of Directors. No shares of Preferred Stock are currently issued or outstanding. The Board of Directors may, without further action by the stockholders of the Company, issue a series of Preferred Stock and fix the rights and preferences of those shares, including the dividend rights, dividend rates, conversion rights, exchange rights, voting rights, terms of redemption, redemption price or prices, liquidation preferences, the number of shares constituting any series and the designation of such series. The rights of the holders of Common Stock will be subject to, and may be adversely affected by, the rights of the holders of any Preferred Stock issued by the Company in the future. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the certificate or certificates establishing the series of Preferred Stock.

**Item 2. Exhibits.**

Exhibit Number	Exhibit
3.1	Restated Certificate of Incorporation (filed as Exhibit 3(iii) to the Quarterly Report on Form 10-Q for the quarter ended December 31, 1999, incorporated herein by reference).
3.2	Bylaws (restated) of the Company (filed as Exhibit 3(ii) to the Annual Report on Form 10-K for the year ended June 30, 2003, incorporated herein by reference).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

The Clorox Company

By: /s/ Laura Stein  
Laura Stein  
Senior Vice President    General Counsel  
& Secretary

DATED: February 2, 2006

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**EXHIBIT INDEX**

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