

HOLDSWORTH GEOFFREY
Form 4
August 21, 2012

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 *
HOLDSWORTH GEOFFREY

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)
08/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Managing Director AsiaPacific

(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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	08/17/2012 ⁽¹⁾		M ⁽¹⁾		7,389	A \$ 36.03	21,818 D
Common Stock	08/17/2012 ⁽¹⁾		S ⁽¹⁾		7,389	D \$ 49.7625	14,429 D
Common Stock	08/20/2012 ⁽¹⁾		M ⁽¹⁾		5,514	A \$ 36.03	19,943 D
Common Stock	08/20/2012 ⁽¹⁾		S ⁽¹⁾		5,514	D \$ 49.76	14,429 D
Common Stock	08/21/2012 ⁽¹⁾		M ⁽¹⁾		7,097	A \$ 36.03	21,526 D

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Common Stock	08/21/2012 ⁽¹⁾	S ⁽¹⁾	7,097	D	\$ 49.7948 <u>(3)</u>	14,429 ⁽⁴⁾	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non Qualified Stock Option	\$ 36.03	08/17/2012 ⁽¹⁾		M ⁽¹⁾	7,389	10/16/2010 10/16/2017	Common Stock	7,389	
Non Qualified Stock Option	\$ 36.03	08/20/2012 ⁽¹⁾		M ⁽¹⁾	5,514	10/16/2010 10/16/2017	Common Stock	5,514	
Non Qualified Stock Option	\$ 36.03	08/21/2012 ⁽¹⁾		M ⁽¹⁾	7,097	10/16/2010 10/16/2017	Common Stock	7,097	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOLDSWORTH GEOFFREY
1061 CUDAHY PLACE
SAN DIEGO, CA 92110

Managing Director AsiaPacific

Signatures

Maria M. Mitchell, as attorney-in-fact for Geoffrey J.
Holdsworth

08/21/2012

__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) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.
- (2) Average price for multiple sales at prices ranging from \$49.76 to \$49.79 per share.
- (3) Average price for multiple sales at prices ranging from \$49.76 to \$49.92.
- (4) Total includes 6,509 Restricted Stock Units, of which 2,538 are subject to future vesting, and 3,832 Performance Share Units, all of which are subject to future vesting.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.