

Schmale Neal E
Form 4
July 27, 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 *
Schmale Neal E

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2012

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

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)
Common Stock	07/26/2012 ⁽¹⁾		M ⁽¹⁾	2,000 A	\$ 29.9 18,392	D	
Common Stock	07/26/2012 ⁽¹⁾		M ⁽¹⁾	2,000 A	\$ 34.74 20,392	D	
Common Stock	07/26/2012 ⁽¹⁾		M ⁽¹⁾	2,500 A	\$ 29.11 22,892	D	
Common Stock	07/26/2012 ⁽¹⁾		S ⁽¹⁾	4,495 D	\$ 47.5104 18,397 ⁽³⁾	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)	8. Amount or Number of Shares
Non-Qualified Stock Option	\$ 29.9	07/26/2012 ⁽¹⁾		M ⁽¹⁾	2,000	01/13/2003 01/12/2013	Common Stock	2,000
Non-Qualified Stock Option	\$ 34.74	07/26/2012 ⁽¹⁾		M ⁽¹⁾	2,000	12/17/2003 12/16/2013	Common Stock	2,000
Non-Qualified Stock Option	\$ 29.11	07/26/2012 ⁽¹⁾		M ⁽¹⁾	2,500	12/15/2003 12/16/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schmale Neal E 1061 CUDAHY PLACE SAN DIEGO, CA 92110	X			

Signatures

Maria M. Mitchell, attorney-in-fact for Neal E. Schmale 07/27/2012

__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 \$47.50 to \$47.53 per share.
- (3) Total includes 9,666 Restricted Stock Units (Common Stock equivalents).

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(4) Not Applicable

(5) In addition to the reported options, the reporting person holds options to acquire common shares as follows: 3,500 non-qualified stock options (NQSO) at \$27.87 expiring 12/13/2015 and 3,800 NQSO at \$32.78 expiring 12/12/2016.

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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