#### FREEMAN MICHAEL L

Form 4

September 13, 2012

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FREEMAN MICHAEL L			2. Issuer Name <b>and</b> Ticker or Trading Symbol WD 40 CO [WDFC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	()			
			(Month/Day/Year)	Director 10% Owner			
1061 CUDAHY PLACE			09/11/2012	_X_ Officer (give title Other (specify below)			
				Division President, Americas			
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group Fi				
			Filed(Month/Day/Year)	Applicable Line)			
SAN DIEGO, CA 92110				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/11/2012(1)		M(1)	954	A	\$ 36.03	28,589.751	D	
Common Stock	09/11/2012(1)		S <u>(1)</u>	954	D	\$ 51.99	27,635.751	D	
Common Stock	09/12/2012(1)		M(1)	1,321	A	\$ 36.03	28,956.751	D	
Common Stock	09/12/2012(1)		S <u>(1)</u>	1,321	D	\$ 51.99	27,635.751	D	
Common Stock	09/13/2012(1)		M(1)	1,225	A	\$ 36.03	28,860.751	D	

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Common Stock  $S_{\underline{(1)}}^{(1)} = 1,225 \quad D \quad \begin{array}{c} \$ \\ 51.99 \\ (2) \end{array} \quad \begin{array}{c} 27,635.751 \\ (3) \end{array} \quad D$ 

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.

SEC 1474

(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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
Non-qualified Stock Option	\$ 36.03	09/11/2012(1)		M(1)	954	10/16/2010	10/16/2017	Common Stock	95
Non-qualified Stock Option	\$ 36.03	09/12/2012(1)		M(1)	1,321	10/16/2010	10/16/2017	Common Stock	1,32
Non-qualified Stock Option	\$ 36.03	09/13/2012(1)		M(1)	1,225	10/16/2010	10/16/2017	Common Stock	1,22

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FREEMAN MICHAEL L

1061 CUDAHY PLACE
SAN DIEGO, CA 92110

Division President, Americas

**Signatures** 

Maria M Mitchell, attorney-in-fact for Michael L
Freeman

09/13/2012

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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 \$52.04 to \$51.99 per share.
  - Total includes 2,171.751 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Also includes 6,987
- (3) Restricted Stock Units, of which 3,016 are subject to future vesting, and 4,547 Performance Share Units, all of which are subject to future vesting.
- (4) 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.