

REMBOLT JAY  
Form 4  
October 30, 2018

**FORM 4**

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**REMBOLT JAY**

(Last) (First) (Middle)  
**9715 BUSINESSPARK AVENUE**  
(Street)

**SAN DIEGO, CA 92131**  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/26/2018**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)  
\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President Finance & CFO

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)
				(A) or (D)	Amount or Price			
Common Stock	10/26/2018		F	289	<u>(1)</u>	D	<u>(1)</u>	40,242.946 D
Common Stock	10/26/2018		F	629	<u>(2)</u>	D	<u>(2)</u>	39,613.946 <u>(3)</u> D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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)	8. Price of Derivative Security (Instr. 5)	9. Nu
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Date Exercisable      Expiration Date      Title      Amount or Number of Shares

Code    V    (A)    (D)

## Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		Other
REMBOLT JAY 9715 BUSINESSPARK AVENUE SAN DIEGO, CA 92131				Vice President Finance & CFO	

## Signatures

Richard T. Clampitt, attorney-in-fact for Jay Rembolt	10/30/2018
__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) Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreements in satisfaction of tax withholding obligation upon vesting of 829 RSUs (Common Stock equivalents).
- (2) Shares withheld pursuant to mandatory provisions of a Market Stock Unit (MSU) Award Agreement in satisfaction of tax withholding obligation upon settlement of 1,818 MSUs (Common Stock equivalents).
- (3) Total includes 6,386,946 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 1,629 RSUs, all of which are subject to future vesting and 310 vested Deferred Performance Units (Common Stock equivalents).

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.