

HOLDSWORTH GEOFFREY  
Form 4  
November 15, 2010

**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)  
**11/10/2010**

\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/10/2010 <sup>(1)</sup>		M <sup>(1)</sup>		10,000	A	\$ 29.3
					25,436		
Common Stock	11/10/2010 <sup>(1)</sup>		S <sup>(1)</sup>		10,000	D	\$ 38.3
					15,436		
Common Stock	11/12/2010 <sup>(1)</sup>		S <sup>(1)</sup>		2,277	D	\$ 38.15
							(2)
					13,159		(3)

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 29.3	11/10/2010 <sup>(1)</sup>		M <sup>(1)</sup>	10,000	09/23/2006	09/23/2013	Common Stock	10,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

HOLDSWORTH GEOFFREY  
1061 CUDAHY PLACE  
SAN DIEGO, CA 92110

Director 10% Owner Officer Other

Managing Director AsiaPacific

## Signatures

Geoffrey J.  
Holdsworth

11/15/2010

\*\*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) Price given is the average sales price for all shares sold at sale prices ranging between \$38.02 and \$38.36.

(3) Total includes 8,359 Restricted Stock Units, of which 5,711 are subject to future vesting, and 4,800 Performance Share Units, all of which are subject to future vesting.

(4) Not applicable.

In addition to the reported options in Table II, the reporting person holds options to acquire 40,000 common shares as follows: 10,000 non-qualified stock options (NQSO) exercisable 9/24/05 at \$27.56 expiring 09/24/12; 10,000 NQSO exercisable 10/17/09 at \$35.99 expiring 10/17/16; and 20,000 NQSO exercisable 10/16/10 at \$36.03 expiring 10/16/17.

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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