

FREEMAN MICHAEL L
Form 4
September 13, 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 *
FREEMAN MICHAEL L

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2012

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

Division President, Americas

1061 CUDAHY PLACE

(Street)

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

SAN DIEGO, CA 92110

(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)
			Code	V	Amount or Price		
Common Stock	09/11/2012 ⁽¹⁾		M ⁽¹⁾		954 A \$ 36.03	28,589.751	D
Common Stock	09/11/2012 ⁽¹⁾		S ⁽¹⁾		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 ⁽¹⁾		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 09/13/2012⁽¹⁾ S⁽¹⁾ 1,225 D \$ 51.99⁽²⁾ 27,635.751⁽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)	Amount or Number of Shares
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	1,321
Non-qualified Stock Option	\$ 36.03	09/13/2012 ⁽¹⁾		M ⁽¹⁾	1,225	10/16/2010 10/16/2017	Common Stock	1,225

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

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.

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