

WD 40 CO
Form 4
July 11, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REMBOLT JAY

(Last) (First) (Middle)

1061 CUDAHY PLACE

(Street)

SAN DIEGO, CA 92110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President Finance & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/09/2013 ⁽¹⁾		M ⁽¹⁾		2,000	A	\$ 27.67
Common Stock	07/09/2013 ⁽¹⁾		S ⁽¹⁾		1,323	D	\$ 62.66
							26,274.752
							24,951.752
							⁽²⁾

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

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information contained in this form are not
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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	\$ 27.67	07/09/2013 ⁽¹⁾		M ⁽¹⁾	2,000	10/19/2007 10/19/2014	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REMBOLT JAY 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Vice President Finance & CFO	

Signatures

Jay Rembolt 07/11/2013

**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.

Total includes 5,833.752 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 2,800

(2) Restricted Stock Units, all of which are subject to future vesting, 2,147 Performance Share Units, all of which are subject to future vesting, and 1,327 Market Share Units, all of which are subject to future vesting.

(3) Not applicable.

In addition to the reported options, the reporting person holds options to acquire 16,160 common shares as follows: 5,000 NQSO

(4) exercisable 10/18/08 at \$27.27 exp. 10/18/15; 5,000 NQSO exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 6,160 NQSO at \$36.03 exp. 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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