

MILNER GRAHAM P
Form 4
March 15, 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 *
MILNER GRAHAM P

(Last) (First) (Middle)
228 WINTERHAWK LANE
(Street)

ENCINITAS, CA 92024

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/13/2012 ⁽¹⁾ | | M ⁽¹⁾ | | 10,000 | A | \$ 35.99 |
| | | | | | | | 34,530.077 |
| Common Stock | 03/13/2012 ⁽¹⁾ | | S ⁽¹⁾ | | 10,000 | D | \$ 45 |
| | | | | | | | 24,530.077 |
| Common stock | 03/13/2012 ⁽¹⁾ | | M ⁽¹⁾ | | 12,700 | A | \$ 36.03 |
| | | | | | | | 37,230.077 |
| Common Stock | 03/13/2012 ⁽¹⁾ | | S ⁽¹⁾ | | 12,700 | D | \$ 45.052 |
| | | | | | | | 24,530.077 |
| | | | | | | | ⁽²⁾ |
| | | | | | | | ⁽³⁾ |

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

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-qualified Stock Option | \$ 35.99 | 03/13/2012 ⁽¹⁾ | | M ⁽¹⁾ | 10,000 | 10/17/2009 10/17/2016 | Common Stock | 10 |
| Non-qualified Stock Option | \$ 36.03 | 03/13/2012 ⁽¹⁾ | | M ⁽¹⁾ | 12,700 | 10/16/2010 10/16/2017 | Common Stock | 12 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILNER GRAHAM P 228 WINTERHAWK LANE ENCINITAS, CA 92024 | | | Executive Vice President | |

Signatures

Graham P. Milner 03/15/2012

**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 sale price based on the fluctuations of share price on the date of exercise.
Total includes 1,551.077 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Also includes 6,509
- (3) Restricted Stock Units, of which 2,538 are subject to future vesting, and 3,832 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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