

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)
1061 CUDAHY PLACE
(Street)

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

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

Division President, Americas

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 or Price | | |
| Common Stock | 09/11/2012 ⁽¹⁾ | | M ⁽¹⁾ | | 954 A \$ 36.03 | | D |
| Common Stock | 09/11/2012 ⁽¹⁾ | | S ⁽¹⁾ | | 954 D \$ 51.99 | | D |
| Common Stock | 09/12/2012 ⁽¹⁾ | | M ⁽¹⁾ | | 1,321 A \$ 36.03 | | D |
| Common Stock | 09/12/2012 ⁽¹⁾ | | S ⁽¹⁾ | | 1,321 D \$ 51.99 | | D |
| Common Stock | 09/13/2012 ⁽¹⁾ | | M ⁽¹⁾ | | 1,225 A \$ 36.03 | | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 954 |
| 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
Date: 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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