

WD 40 CO  
Form 4  
October 21, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
**10/19/2009**

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	10/19/2009		S		501 D \$ 32.72	27,644 <sup>(1)</sup>	D
Common Stock	10/19/2009		S		99 D \$ 32.71	27,545 <sup>(1)</sup>	D
Common Stock	10/19/2009		S		200 D \$ 32.69	27,345 <sup>(1)</sup>	D
Common Stock	10/19/2009		S		100 D \$ 32.66	27,245 <sup>(1)</sup>	D
Common Stock	10/19/2009		S		1,600 D \$ 32.62	25,645 <sup>(1)</sup>	D

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Common Stock	10/19/2009	S	800	D	\$ 32.59	24,845 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	100	D	\$ 32.58	24,745 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	400	D	\$ 32.56	24,345 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	300	D	\$ 32.53	24,045 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	700	D	\$ 32.52	23,345 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	400	D	\$ 32.5	22,945 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	900	D	\$ 32.48	22,045 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	100	D	\$ 32.44	21,945 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	200	D	\$ 32.43	21,745 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	200	D	\$ 32.42	21,545 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	100	D	\$ 32.31	21,445 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	3,100	D	\$ 32.29	18,345 <sup>(1)</sup>	D
Common Stock	10/19/2009	S	200	D	\$ 32.28	18,145 <sup>(1)</sup>	D

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

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SEC 1474  
(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

								Amount or Number of Shares
				Date Exercisable	Expiration Date	Title		
Code	V	(A)	(D)					

## 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	10/21/2009
**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) Total includes 1460 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account; estimated number of shares based upon equivalent value of units held. Total also includes 9,221 Restricted Stock Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.