

FREEMAN MICHAEL L  
Form 4  
December 08, 2010

**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

(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)  
12/06/2010

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)

Division President, Americas

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 (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                    | 12/06/2010 <sup>(1)</sup>            |  | M <sup>(1)</sup>               |   | 100 A \$ 29.3   | 26,680   | D   |
| Common Stock                    | 12/06/2010 <sup>(1)</sup>            |  | S <sup>(1)</sup>               |   | 100 D \$ 39.99  | 26,580   | D   |
| Common Stock                    | 12/07/2010 <sup>(1)</sup>            |  | M <sup>(1)</sup>               |   | 4,017 A \$ 29.3   | 30,597   | D   |
| Common Stock                    | 12/07/2010 <sup>(1)</sup>            |  | S <sup>(1)</sup>               |   | 4,017 D \$ 39.99  | 26,580   | D   |
| Common Stock                    | 12/08/2010 <sup>(1)</sup>            |  | M <sup>(1)</sup>               |   | 5,883 A \$ 29.3   | 32,463   | D   |

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Common Stock 12/08/2010<sup>(1)</sup> S<sup>(1)</sup> 5,883 D \$ 40.27 26,580<sup>(2)</sup> 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                 | \$ 29.3  | 12/06/2010 <sup>(1)</sup>            |  | M <sup>(1)</sup>               | 100   | 09/23/2006 09/23/2013                                    | Common Stock  | 10                         |
| Non-qualified Stock Option                 | \$ 29.3  | 12/07/2010 <sup>(1)</sup>            |  | M <sup>(1)</sup>               | 4,017   | 09/23/2006 09/23/2013                                    | Common Stock  | 4,017                      |
| Non-qualified Stock Option                 | \$ 29.3  | 12/08/2010 <sup>(1)</sup>            |  | M <sup>(1)</sup>               | 5,883   | 09/23/2006 09/23/2013                                    | Common Stock  | 5,883                      |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| FREEMAN MICHAEL L<br>1061 CUDAHY PLACE<br>SAN DIEGO, CA 92110 |               |           | Division President, Americas |       |

## Signatures

Maria M. Mitchell as attorney-in-fact for Michael L. Freeman 12/08/2010

\*\*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) Total includes 2,078 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account - estimated number of shares based upon equivalent value of units held. Also includes 8,359 Restricted Stock Units and 4,800 Performance Share Units.
- (3) Not applicable.
- (4) In addition to the reported options, the reporting person holds options to acquire 22,700 common shares as follows: 10,000 NQSO exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 12,700 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. 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.