

NOBLE WILLIAM B
Form 4
May 09, 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 *
NOBLE WILLIAM B

(Last) (First) (Middle)

BRICK CLOSE, KIIN FARM

(Street)

MILTON KEYNES, X0 MK1 13LJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WD 40 CO [WDFC]

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

05/07/2013

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 ____ Other (specify
below) below)

Managing Director, Europe

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)
Common Stock	05/07/2013 ⁽¹⁾		M ⁽¹⁾	2,648 A	\$ 35.99	18,899	D
Common Stock	05/07/2013 ⁽¹⁾		S ⁽¹⁾	2,648 D	\$ 55.95	16,251 ⁽²⁾	D

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

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(9-02)

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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 (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)
Non-qualified Stock Option	\$ 35.99	05/07/2013 ⁽¹⁾		M	2,648	10/17/2009 10/17/2016	Common Stock 2,648

Reporting Owners

Reporting Owner Name / Address	Relationships
NOBLE WILLIAM B BRICK CLOSE KIIN FARM MILTON KEYNES, X0 MK1 13LJ	Director 10% Owner Officer Other Managing Director, Europe

Signatures

Maria M. Mitchell as attorney-in-fact for William B. Noble 05/09/2013

__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.

(2) Total includes 6,244 Restricted Stock Units, of which 2,273 are subject to future vesting, 1,432 Performance Share Units, all of which are subject to future vesting, and 1,115 Market Share Units, all of which are subject to future vesting.

(3) Not applicable.

(4) In addition to the reported options, the reporting person holds non-qualified stock options to acquire 20,000 shares exercisable 10/16/10 at \$36.03 expiring 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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