

FREEMAN MICHAEL L
 Form 4
 July 23, 2010

FORM 4

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

OMB APPROVAL

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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)
07/21/2010

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)

Division President, Americas

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 or Price		
Common Stock	07/21/2010 ⁽¹⁾		M ⁽¹⁾		3,000 A \$ 27.56	26,406	D
Common Stock	07/21/2010 ⁽¹⁾		S ⁽¹⁾		3,000 D \$ 35.71	23,406	D
Common Stock	07/22/2010 ⁽¹⁾		M ⁽¹⁾		7,000 A \$ 27.56	30,406	D
Common Stock	07/22/2010 ⁽¹⁾		S ⁽¹⁾		7,000 D \$ 35.68	23,406 ⁽²⁾	D

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 (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	\$ 27.56	07/21/2010 ⁽¹⁾		M ⁽¹⁾	3,000	09/24/2005 09/24/2012	Common Stock	3,000
Non-qualified Stock Option	\$ 27.56	07/22/2010 ⁽¹⁾		M ⁽¹⁾	7,000	09/24/2005 09/24/2012	Common Stock	7,000

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 as attorney-in-fact for Michael L. Freeman 07/23/2010

__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 2,068 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 9,036 Restricted Stock Units and 2,400 Performance Share Units.
- (3) Not applicable.
- (4) In addition to the reported options, the reporting person holds options to acquire 46,700 common shares as follows: 10,000 non-qualified stock options (NQSO) exercisable 9/23/06 at \$29.30 exp. 9/23/13; 5,000 NQSO exercisable 10/19/07 at \$27.67 exp. 10/19/14; 9,000

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NQSO exercisable 10/18/08 at \$27.27 exp. 10/18/2015; 10,000 NQSO exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 12,700 NQSO (4,318 exercisable 10/16/08, 4,191 exercisable 10/16/09, 4191 exercisable 10/16/10) 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.