

WD 40 CO  
Form 4  
April 20, 2006

**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 \*  
**RIDGE GARRY O**

(Last) (First) (Middle)  
**1240 INDIA ST. #516**  
  
(Street)

**SAN DIEGO, CA 92101**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**WD 40 CO [WDFC]**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/18/2006**

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)  
**President & CEO**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                                       |
| Common Stock                    | 04/18/2006                           |                                                    | M <sup>(1)</sup>               | 20,000 A \$ 20.75                                                 | 30,911 <sup>(2)</sup>                                                                         | D                                                        |                                                       |
| Common Stock                    | 04/18/2006                           |                                                    | S <sup>(1)</sup>               | 20,000 D \$ 32.7                                                  | 10,911 <sup>(2)</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, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Non Qualified Stock Option                 | \$ 20.75                                               | 04/18/2006                           |                                                    | A <sup>(1)</sup>               | 20,000                                                                                  | 09/25/2002 09/25/2010                                    | Common Stock 20,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                 |       |
|-------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                             | Director      | 10% Owner | Officer         | Other |
| RIDGE GARRY O<br>1240 INDIA ST. #516<br>SAN DIEGO, CA 92101 | X             |           | President & CEO |       |

## Signatures

Garry O Ridge                      04/20/2006  
 \*\*Signature of                      Date  
 Reporting Person

## 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 951 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account; estimated number of shares based upon equivalent value of units held.  
 Incentive Stock Option (ISO) 16000 shares (2222 shares exercisable 01/01/00, 3149 shares exercisable 01/01/01, 3149 shares exercisable 01/01/02, 3149 shares exercisable 01/01/03, 3149 shares exercisable 01/01/04, and 1182 shares exercisable 01/01/05) at \$31.75 exp. 09/22/07; Non Qualified Stock Option (NQSO) 20000 shares exercisable 09/28/00 at \$23.50 exp. 09/28/09; NQSO 40000 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; NQSO 20000 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; NQSO 30000 shares (10200 shares exercisable 09/24/03; 9900 shares exercisable 09/24/04, 9900 shares exercisable 09/24/05) at \$27.56 exp. 09/24/12; NQSO 30000 shares (10200 shares exercisable 09/23/04; 9900 shares exercisable 09/23/05, 9900 shares exercisable 09/23/06) at \$29.30 exp. 09/23/13; NQSO 12000 shares (4080 exercisable 10/19/05, 3960 exercisable 10/19/06, 3960 exercisable 10/19/07) at \$27.67 exp. 10/19/14;
- (4) In addition to the securities beneficially owned listed in footnote 2, NQSO 24000 shares (8160 exercisable 10/18/06, 7920 exercisable 10/18/07, 7920 exercisable 10/18/08) at \$27.27 exp. 10/18/15.

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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