

RIDGE GARRY O
Form 4
February 06, 2013

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

President & CEO

1061 CUDAHY PLACE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN DIEGO, CA 92110

(City) (State) (Zip)

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	02/04/2013 ⁽¹⁾		M ⁽¹⁾		944 A \$ 36.03		D
Common Stock	02/05/2013 ⁽¹⁾		S ⁽¹⁾		944 D \$ 53.03		D
Common Stock	02/05/2013 ⁽¹⁾		M ⁽¹⁾		7,146 A \$ 36.03		D
Common Stock	02/05/2013 ⁽¹⁾		S ⁽¹⁾		7,146 D \$ 53.03		D
Common Stock	02/06/2013 ⁽¹⁾		M ⁽¹⁾		1,518 A \$ 36.03		D

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Common Stock 02/06/2013⁽¹⁾ S⁽¹⁾ 1,518 D \$ 53.03 67,816.237⁽²⁾ 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	\$ 36.03	02/04/2013 ⁽¹⁾		M ⁽¹⁾	944	10/16/2010 10/16/2017	Common Stock	94
Non-qualified Stock Option	\$ 36.03	02/05/2013 ⁽¹⁾		M ⁽¹⁾	7,146	10/16/2010 10/16/2017	Common Stock	7,146
Non-qualified Stock Option	\$ 36.03	02/06/2013 ⁽¹⁾		M ⁽¹⁾	1,518	10/16/2010 10/16/2017	Common Stock	1,518

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIDGE GARRY O 1061 CUDAHY PLACE SAN DIEGO, CA 92110	X		President & CEO	

Signatures

Maria M. Mitchell as attorney-in-fact for Garry O. Ridge 02/06/2013

____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 the Securities Exchange Act of 1934.

Total includes 1,148,237 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 17,519

(2) Restricted Stock Units, of which 11,635 are subject to future vesting, 7,158 Performance Share Units, all of which are subject to future vesting, and 6,373 Market Share Units, all of which are subject to future vesting.

(3) Not applicable.

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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