REMBOLT JAY

Form 4

February 21, 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 See Instruction

may continue.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading REMBOLT JAY Issuer Symbol WD 40 CO [WDFC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director X_ Officer (give title 1061 CUDAHY PLACE 02/19/2013 below)

(Street) 4. If Amendment, Date Original

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

Person

SAN DIEGO, CA 92110

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ities Acc	quired, Disposed o	of, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/19/2013(1)		Code V	Amount 137	or (D)	Price \$ 29.3	Transaction(s) (Instr. 3 and 4) 23,550.757	D	
Common Stock	02/19/2013(1)		S	101	D	\$ 55	23,449.757	D	
Common Stock	02/20/2013(1)		M	1,863	A	\$ 29.3	25,312.757	D	
Common Stock	02/20/2013(1)		S	1,369	D	\$ 55	23,943.757 (2)	D	

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

OMB APPROVAL

10% Owner

_ Other (specify

Vice President Finance & CFO

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
Non-qualified Stock Option	\$ 29.3	02/19/2013(1)		M(1)	137	09/23/2006	09/23/2013	Common Stock	13
Non-qualified Stock Option	\$ 29.3	02/20/2013(1)		M(1)	1,863	09/23/2006	09/23/2013	Common Stock	1,80

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REMBOLT JAY 1061 CUDAHY PLACE SAN DIEGO, CA 92110

Vice President Finance & CFO

Signatures

Jay Rembolt 02/21/2013

**Signature of 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.
 - Total includes 5,800.757 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 2,800
- (2) Restricted Stock Units, all of which are subject to future vesting, 2,147 Performance Share Units, all of which are subject to future vesting, and 1,327 Market Share Units, all of which are subject to future vesting.
- (3) Not applicable.

(4)

Reporting Owners 2

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In addition to the reported options, the reporting person holds options to acquire 21,160 common shares as follows: 5,000 NQSO exercisable 10/19/07 at \$27.67 exp. 10/19/14; 5,000 NQSO exercisable 10/18/08 at \$27.27 exp. 10/18/15; 5,000 NQSO exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 6,160 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.