

MILNER GRAHAM P
 Form 4/A
 December 09, 2009

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 *
MILNER GRAHAM P

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)
228 WINTERHAWK LANE

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
ENCINITAS, CA 92024

4. If Amendment, Date Original Filed (Month/Day/Year)
10/21/2009

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

(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)
				(A) or (D)	Price		
Common Stock	10/19/2009		S	501	D \$ 32.72	27,644	D
Common Stock	10/19/2009		S	99	D \$ 32.71	27,545	D
Common Stock	10/19/2009		S	200	D \$ 32.69	27,345	D
Common Stock	10/19/2009		S	100	D \$ 32.66	27,245	D
Common Stock	10/19/2009		S	1,600	D \$ 32.62	25,645	D

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Common Stock	10/19/2009	S	800	D	\$ 32.59	24,845	D
Common Stock	10/19/2009	S	100	D	\$ 32.58	24,745	D
Common Stock	10/19/2009	S	400	D	\$ 32.56	24,345	D
Common Stock	10/19/2009	S	300	D	\$ 32.53	24,045	D
Common Stock	10/19/2009	S	700	D	\$ 32.52	23,345	D
Common Stock	10/19/2009	S	400	D	\$ 32.5	22,945	D
Common Stock	10/19/2009	S	900	D	\$ 32.48	22,045	D
Common Stock	10/19/2009	S	100	D	\$ 32.44	21,945	D
Common Stock	10/19/2009	S	200	D	\$ 32.43	21,745	D
Common Stock	10/19/2009	S	200	D	\$ 32.42	21,545	D
Common Stock	10/19/2009	S	100	D	\$ 32.31	21,445	D
Common Stock	10/19/2009	S	3,100	D	\$ 32.29	18,345	D
Common Stock	10/19/2009	S	200	D	\$ 32.28	18,145	D
Common Stock	10/19/2009	D ⁽¹⁾	639 ⁽¹⁾	D	\$ 33.05	17,506 ⁽²⁾	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILNER GRAHAM P 228 WINTERHAWK LANE ENCINITAS, CA 92024			Executive Vice President	

Signatures

Maria M. Mitchell as attorney-in-fact for Graham P
Milner 12/09/2009

__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) Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreement in satisfaction of tax withholding obligation upon vesting of 1,785 RSUs (Common Stock equivalents)
- (2) Total includes 1,460 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account - estimated number of shares based upon equivalent value of units held. Total also includes 7,436 Restricted Stock Units.

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