

HOLDSWORTH GEOFFREY

Form 4

August 21, 2012

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLDSWORTH GEOFFREY

(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)
08/17/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Managing Director AsiaPacific

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	08/17/2012 ⁽¹⁾		M ⁽¹⁾	V Amount (A) or (D) Price	7,389 A \$ 36.03 21,818	D	
Common Stock	08/17/2012 ⁽¹⁾		S ⁽¹⁾	7,389 D \$ 49.7625	14,429	D	
Common Stock	08/20/2012 ⁽¹⁾		M ⁽¹⁾	5,514 A \$ 36.03	19,943	D	
Common Stock	08/20/2012 ⁽¹⁾		S ⁽¹⁾	5,514 D \$ 49.76	14,429	D	
Common Stock	08/21/2012 ⁽¹⁾		M ⁽¹⁾	7,097 A \$ 36.03	21,526	D	

Edgar Filing: HOLDSWORTH GEOFFREY - Form 4

Common Stock	08/21/2012 ⁽¹⁾	S ⁽¹⁾	7,097	D	\$ 49.7948 ⁽³⁾	14,429 ⁽⁴⁾	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.

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	\$ 36.03	08/17/2012 ⁽¹⁾		M ⁽¹⁾		7,389		10/16/2010	10/16/2017	Common Stock	7,389
Non Qualified Stock Option	\$ 36.03	08/20/2012 ⁽¹⁾		M ⁽¹⁾		5,514		10/16/2010	10/16/2017	Common Stock	5,514
Non Qualified Stock Option	\$ 36.03	08/21/2012 ⁽¹⁾		M ⁽¹⁾		7,097		10/16/2010	10/16/2017	Common Stock	7,097

Reporting Owners

Reporting Owner Name / Address	Relationships
HOLDSWORTH GEOFFREY 1061 CUDAHY PLACE SAN DIEGO, CA 92110	Director 10% Owner Officer Managing Director AsiaPacific

Signatures

Maria M. Mitchell, as attorney-in-fact for Geoffrey J.
Holdsworth

08/21/2012

__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) Average price for multiple sales at prices ranging from \$49.76 to \$49.79 per share.
- (3) Average price for multiple sales at prices ranging from \$49.76 to \$49.92.
- (4) Total includes 6,509 Restricted Stock Units, of which 2,538 are subject to future vesting, and 3,832 Performance Share Units, all of which are subject to future vesting.
- (5) 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. 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.