

MILNER GRAHAM P
Form 4
April 26, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MILNER GRAHAM P

(Last) (First) (Middle)
228 WINTERHAWK LANE
(Street)

ENCINITAS, CA 92024

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2011

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)
Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/21/2011 ⁽¹⁾ | | M ⁽¹⁾ | | 10,000 A \$ 27.56 | 34,722.339 | D |
| Common Stock | 04/21/2011 ⁽¹⁾ | | S ⁽¹⁾ | | 10,000 D \$ 40.426 | 24,722.339 | D |
| Common Stock | 04/21/2011 ⁽¹⁾ | | M ⁽¹⁾ | | 5,500 A \$ 29.3 | 30,222.339 | D |
| Common Stock | 04/21/2011 ⁽¹⁾ | | S ⁽¹⁾ | | 5,500 D \$ 40.426 | 24,722.339 | D |
| Common Stock | 04/25/2011 ⁽¹⁾ | | M ⁽¹⁾ | | 9,000 A \$ 27.27 | 33,722.339 | D |

Edgar Filing: MILNER GRAHAM P - Form 4

| | | | | | | | |
|--------------|---------------------------|------------------|-------|---|-----------|------------------------------|---|
| Common Stock | 04/25/2011 ⁽¹⁾ | S ⁽¹⁾ | 9,000 | A | \$ 40.282 | 24,722.339 | D |
| Common Stock | 04/25/2011 ⁽¹⁾ | M ⁽¹⁾ | 4,500 | A | \$ 29.3 | 29,222.339 | D |
| Common Stock | 04/25/2011 ⁽¹⁾ | S ⁽¹⁾ | 4,500 | D | \$ 40.282 | 24,722.339 | D |
| Common Stock | 04/25/2011 ⁽¹⁾ | M ⁽¹⁾ | 7,600 | A | \$ 27.67 | 32,322.339 | D |
| Common Stock | 04/25/2011 ⁽¹⁾ | S ⁽¹⁾ | 7,600 | D | \$ 40.282 | 24,722.339 | D |
| Common Stock | 04/26/2011 ⁽¹⁾ | M ⁽¹⁾ | 400 | A | \$ 27.67 | 25,122.339 | D |
| Common Stock | 04/26/2011 ⁽¹⁾ | S ⁽¹⁾ | 400 | D | \$ 40.49 | 24,722.339 ⁽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.

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 Security (Instr. 3 and 4) | Amount or Number of Underlying Securities | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Underlying Securities |
| Non-qualified Stock Option | \$ 27.56 | 04/21/2011 ⁽¹⁾ | | M ⁽¹⁾ | 10,000 | 09/24/2005 | 09/24/2012 | Common Stock | 10 |
| Non-Qualified Stock Option | \$ 29.3 | 04/21/2011 ⁽¹⁾ | | M ⁽¹⁾ | 5,500 | 09/23/2006 | 09/23/2013 | Common Stock | 5 |
| Non-qualified Stock Option | \$ 29.3 | 04/25/2011 ⁽¹⁾ | | M ⁽¹⁾ | 4,500 | 09/23/2006 | 09/23/2013 | Common Stock | 4 |
| Non-qualified Stock Option | \$ 27.67 | 04/25/2011 ⁽¹⁾ | | M ⁽¹⁾ | 7,600 | 10/19/2007 | 10/19/2014 | Common Stock | 7 |
| Non-qualified Stock Option | \$ 27.27 | 04/25/2011 ⁽¹⁾ | | M ⁽¹⁾ | 9,000 | 10/18/2008 | 10/18/2015 | Common Stock | 9 |

| | | | | | | | |
|-------------------------------|----------|---------------------------|------------------|-----|------------|------------|-----------------|
| Non-qualified Stock Option | \$ 27.67 | 04/26/2011 ⁽¹⁾ | M ⁽¹⁾ | 400 | 10/19/2007 | 10/19/2014 | Common Stock |
|-------------------------------|----------|---------------------------|------------------|-----|------------|------------|-----------------|

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 | 04/26/2011 |
| __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.
Total includes 1,512,339 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Also includes 8,359
- (2) Restricted Stock Units, 4,388 of which are subject to future vesting, and 4,800 Performance Share Units, all of which are subject to future vesting.
- (3) not applicable
- (4) In addition to the reported options in Table II, the reporting person holds options to acquire 22,700 common shares as follows: NQSO for 10,000 shares exercisable 10/17/09 at \$35.99 exp. 10/17/16; and NQSO for 12,700 shares exercisable 10/16/10 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.