

WD 40 CO
Form 5
October 15, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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. Name and Address of Reporting Person *
NOBLE WILLIAM B

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

BRICK CLOSE,Â KIIN FARM

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/31/2008

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

6. Individual or Joint/Group Reporting (check applicable line)

MILTON KEYNES,Â X0Â MK1
13LJ

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) | Amount (A) or Price (D) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------------|--|--|---|
| Common Stock | 04/26/2006 ⁽¹⁾ | Â | M5 ⁽²⁾ | 5,000 A | \$ 20.813 | 5,471 ⁽³⁾ | D | Â |
| Common Stock | 04/26/2006 ⁽¹⁾ | Â | S5 ⁽²⁾ | 5,000 D | \$ 31.454 | 5,471 ⁽³⁾ | D | Â |
| Common Stock | 04/26/2006 ⁽¹⁾ | Â | M5 ⁽²⁾ | 5,000 A | \$ 23.5 | 5,471 ⁽³⁾ | D | Â |
| Common Stock | 04/26/2006 ⁽¹⁾ | Â | S5 ⁽²⁾ | 5,000 D | \$ 31.347 | 5,471 ⁽³⁾ | D | Â |

Edgar Filing: WD 40 CO - Form 5

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 2270
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non Qualified Stock Option | \$ 20.813 | 04/26/2006 | Â | M ⁽²⁾ | Â 5,000 | 09/26/2001 09/26/2010 | Common Stock | 5,000 |
| Non Qualified Stock Option | \$ 23.5 | 04/26/2006 | Â | M ⁽²⁾ | Â 5,000 | 09/28/2000 09/28/2009 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NOBLE WILLIAM B BRICK CLOSE KIIN FARM MILTON KEYNES, X0 MK1 13LJ | Â | Â | Â Managing Director, Europe | Â |

Signatures

William B. Noble 10/10/2008

**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) Statement filed to report transactions not previously reported on Form 4 or Form 5. Transactions were discovered upon reconciliation of outstanding stock option records.
- (2) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.

Edgar Filing: WD 40 CO - Form 5

- (3) Total includes 3971 Restricted Stock Units.

The reporting person holds 59600 Non Qualified Stock Options (NQSO) to acquire common shares as follows: 600 NQSO exercisable 9/24/03 at \$27.56 expiring 09/24/12; 10000 NQSO exercisable 09/23/06 at \$29.30 exp. 09/24/13; 10000 NQSO exercisable 10/19/07 at

- (4) \$27.67 exp. 10/19/14; 9000 NQSO (3060 exercisable 10/18/06; 2970 exercisable 10/18/07; 2970 exercisable 10/18/08) at \$27.27 exp. 10/18/15; 10000 NQSO (3400 exercisable 10/17/07, 3300 exercisable 10/17/08, 3300 exercisable 10/17/09) at \$35.99 exp. 10/17/16; 20000 NQSO shares (6800 exercisable 10/16/08, 6600 exercisable 10/16/09, 6600 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 provided 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.