

CRIVELLO MARIO L

Form 4

May 15, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
CRIVELLO MARIO L

(Last) (First) (Middle)

14393 ENGELMANN LANE

(Street)

VALLEY CENTER, CA 92082

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

WD 40 CO [WDFC]

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

05/11/2012

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)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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/11/2012 ⁽¹⁾		M ⁽¹⁾	2,000 A	\$ 29.9 110,670	D	
Common Stock	05/11/2012 ⁽¹⁾		S ⁽¹⁾	2,000 D	\$ 46.51 108,670 ⁽²⁾	D	
Common Stock					689,532 ⁽³⁾	I	As Trustee

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

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(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (NQSO)	\$ 29.9	05/11/2012 ⁽¹⁾		M ⁽¹⁾		2,000		01/12/2006	01/12/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CRIVELLO MARIO L 14393 ENGELMANN LANE VALLEY CENTER, CA 92082	X

Signatures

Maria M. Mitchell as attorney in fact for Mario L. Crivello 05/14/2012

__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) Total includes 5,081 Restricted Stock Units (Common Stock equivalents)

(3) The reporting person has sole voting and investment power over shares held in trust for the benefit of his mother and remainder beneficiaries.

(4) Not applicable.

In addition to the reported options, the reporting person holds options to acquire 11,800 common shares as follows: 2,000 NQSO exercisable 12/16/06 at \$34.74 exp. 12/16/13; 2,500 NQSO exercisable 12/14/07 at \$29.11 exp. 12/14/14; 3,500 NQSO exercisable 12/13/08 at \$27.87 exp. 12/13/15; and 3,800 NQSO exercisable 12/12/09 at \$32.78 exp. 12/12/16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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