

RIDGE GARRY O

Form 4

October 22, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIDGE GARRY O

(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)
10/08/2012

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)

President & CEO

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	10/08/2012		D	(A) or (D) 4,992 (1)	Price 58,899.338	D	
Common Stock	10/18/2012		D	(A) or (D) 1,691 (2)	Price 57,208.338	D	
Common Stock	10/18/2012		D	(A) or (D) 2,145 (3)	Price 55,063.338 (4)	D	

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

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SEC 1474
(9-02)

number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIDGE GARRY O 1061 CUDAHY PLACE SAN DIEGO, CA 92110	X		President & CEO	

Signatures

Maria M. Mitchell as attorney-in-fact for Garry O.
Ridge 10/22/2012

__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).

Disposition of Performance Share Units (Common Stock equivalents) upon certified performance vesting of Performance Share Units
(1) (PSUs) awarded to the reporting person on October 12, 2010. 4,608 vested shares will be issued to the reporting person pursuant to the PSU Award Agreement, subject to withholding for taxes as reported herein.

(2) Shares withheld pursuant to mandatory provisions of the Performance Share Unit (PSU) Award Agreement in satisfaction of tax withholding obligation upon vesting of 4,608 PSUs (Common Stock equivalents).

(3) Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreements in satisfaction of tax withholding obligation upon vesting of 5,846 RSUs (Common Stock equivalents).

Total includes 1,141,338 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 11,146
(4) Restricted Stock Units, of which 5,262 are subject to future vesting, and 7,158 Performance Share Units, all of which are subject to future vesting.

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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