

CRIVELLO MARIO L
Form 5
November 14, 2012

FORM 5

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

OMB APPROVAL
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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 *
CRIVELLO MARIO L

(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)

14393 ENGELMANN LANE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/31/2012

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

VALLEY CENTER, CA 92082

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 05/10/2004 | Â | G5 | 361 ⁽¹⁾ D | \$ 30.46 ₍₂₎ | 688,169 | I As Trustee ₍₃₎ |
| Common Stock | 01/23/2006 | Â | G5 | 744 ⁽¹⁾ D | \$ 29.57 ₍₂₎ | 688,169 | I As Trustee ₍₃₎ |
| Common Stock | Â | Â | Â | Â Â Â | 110,633 ⁽⁴⁾ ₍₅₎ | | D Â |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Other |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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
Date: 11/14/2012

__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) The reporting person is reporting previously unreported gift transfers from shares beneficially owned as Trustee in 2004 and 2006, discovered upon audit of share ownership records.
- (2) Average of high and low stock price for date of gift.
- (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) On October 15, 2012, the reporting person filed Form 4/A to report a correction in the number of shares held directly as of December 8, 2009. 1,963 Restricted Stock Units (common stock equivalents) previously acquired from the Issuer and reported in earlier filings were erroneously omitted from the December 8, 2009 holdings and in subsequent reports. Accordingly, the number of shares held directly by the reporting person as of August 31, 2012 has been adjusted to include the correct holdings as of the fiscal year end.
- (5) Total includes 5,081 Restricted Stock Units (common stock equivalents).

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

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