

WD 40 CO
Form 4
July 11, 2013

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 *
NOBLE WILLIAM B

(Last) (First) (Middle)

BRICK CLOSE, KIIN FARM

(Street)

MILTON KEYNES, X0 MK1 13LJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WD 40 CO [WDFC]

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

07/09/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Managing Director, Europe

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/09/2013 ⁽¹⁾		M ⁽¹⁾	V Amount (A) or (D) Price 5,000 A \$ 36.03	21,251	D	
Common Stock	07/09/2013 ⁽¹⁾		S ⁽¹⁾	5,000 D \$ 62.66	16,251	D	
Common Stock	07/09/2013 ⁽¹⁾		M ⁽¹⁾	5,000 A \$ 35.99	21,251	D	
Common Stock	07/09/2013 ⁽¹⁾		S ⁽¹⁾	5,000 A \$ 62.66	16,251 ⁽²⁾	D	

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title	
Non-qualified Stock Option	\$ 36.03	07/09/2013 ⁽¹⁾		M ⁽¹⁾	5,000	10/17/2009 10/17/2016	Common Stock	5,000
Non-qualified Stock Option	\$ 35.99	07/09/2013 ⁽¹⁾		M ⁽¹⁾	5,000	10/16/2010 10/16/2017	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	Managing Director, Europe

Signatures

Maria M. Mitchell as attorney-in-fact for William B.
Noble 07/11/2013

____ 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 6,244 Restricted Stock Units, of which 2,273 are subject to future vesting, 1,432 Performance Share Units, all of which are subject to future vesting, and 1,115 Market Share Units, all of which are subject to future vesting.

(3) Not applicable.

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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