

WD 40 CO

Form 4

October 16, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOLDSWORTH GEOFFREY**

(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)  
**10/14/2013**

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)

Managing Director AsiaPacific

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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	10/14/2013		D		276 <sup>(1)</sup>	D	<u>11</u> ,693	D
Common Stock	10/14/2013		A		571 <sup>(2)</sup>	A	<u>12</u> ,264	D
Common Stock	10/14/2013		A		571 <sup>(3)</sup>	A	<u>12</u> ,835 <sup>(4)</sup>	D

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  
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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

HOLDSWORTH GEOFFREY  
1061 CUDAHY PLACE  
SAN DIEGO, CA 92110

Managing Director AsiaPacific

## Signatures

Maria M. Mitchell, as attorney-in-fact for Geoffrey J.  
Holdsworth

10/16/2013

\*\*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).

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 11, 2011. 1,156 vested shares will be issued to the reporting person pursuant to the PSU Award Agreement, subject to withholding for taxes.

571 Restricted Stock Units (Common Stock equivalents) were granted pursuant to the WD-40 Company 2007 Stock Incentive Plan. The  
(2) Restricted Stock Units (RSUs) will be settled solely with Issuer Common Stock upon an annual vesting schedule as provided for in the Award Agreement for the RSUs as follows: 34% not later than November 15, 2014, 33% not later than November 15, 2015, and 33% not later than November 15, 2016.

571 Market Share Units (Common Stock equivalents) were granted pursuant to the 2007 Stock Incentive Plan. The Market Share Units  
(3) (MSUs) will be settled solely with Issuer Common Stock upon performance vesting as provided for in the Award Agreement for the MSUs following a 3-year performance measurement period.

(4) Total includes 6,496 Restricted Stock Units, of which 2,525 are subject to future vesting, 1,367 Market Share Units, all of which are subject to future vesting, and 1,156 PSUs, all of which are vested.

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

## Edgar Filing: WD 40 CO - Form 4

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