

WD 40 CO

Form 4

October 20, 2005

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 *
MILNER GRAHAM P

(Last) (First) (Middle)

228 WINTERHAWK LANE

(Street)

ENCINITAS, CA 92024

(City) (State) (Zip)

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

WD 40 CO [WDFC]

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

10/18/2005

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 ____ Other (specify
below) below)

Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 27.27	10/18/2005		A			9,000	10/18/2006 ⁽¹⁾	10/18/2015		Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILNER GRAHAM P 228 WINTERHAWK LANE ENCINITAS, CA 92024	Executive Vice President

Signatures

Graham P
Milner 10/20/2005

__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) 3060 exercisable 10/18/06, 2970 exercisable 10/18/07, 2970 exercisable 10/18/08.

Incentive Stock Option (ISO) 5000 shares exercisable 01/01/98 at \$23.00 exp. 09/23/06; ISO 6000 shares exercisable 01/01/00 at \$31.75 exp. 09/22/07; ISO 6000 shares exercisable 01/01/01 at \$23.063 exp. 09/29/08; Non Qualified Stock Options (NQSO) 10000 shares exercisable 09/28/00 at \$23.50 exp. 09/28/09; NQSO 2104 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; ISO 15096 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; NQSO 5181 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; ISO 4819 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; NQSO 10000 shares exercisable 9/24/03 at \$27.56 exp. 09/24/12; NQSO 10000 shares (3400 exercisable 09/23/04; 3300 exercisable 09/23/05; 3300 exercisable 09/23/06) at \$29.30 exp. 09/24/13; NQSO 8000 shares (2720 exercisable 10/19/05; 2640 exercisable 10/19/06; 2640 exercisable 10/19/07) at \$27.67 exp. 10/19/14; NQSO 9000 shares (3060 exercisable 10/18/06, 2970 exercisable 10/18/07, 2970 exercisable 10/18/08) at \$27.27 exp. 10/18/15.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.