

FREEMAN MICHAEL L  
Form 4/A  
December 09, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FREEMAN MICHAEL L

2. Issuer Name and Ticker or Trading Symbol  
WD 40 CO [WDFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1061 CUDAHY PLACE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/16/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Division President, Americas

SAN DIEGO, CA 92110  
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
10/23/2009

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	10/16/2009 <sup>(1)</sup>		M <sup>(1)</sup>		5,181	A	\$ 20.75	25,175	D	
Common Stock	10/16/2009 <sup>(1)</sup>		S <sup>(1)</sup>		5,181	D	\$ 32.2921	19,994	D	
Common Stock	10/19/2009		D <sup>(2)</sup>		639 <sup>(2)</sup>	D	\$ 33.05	19,355	D	
Common Stock	10/21/2009 <sup>(1)</sup>		M <sup>(1)</sup>		4,819	A	\$ 20.75	24,174	D	
Common Stock	10/21/2009 <sup>(1)</sup>		S <sup>(1)</sup>		4,819	D	\$ 34	19,355 <sup>(3)</sup>	D	

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

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**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)	Amount or Number of Shares
Non Qualified Stock Option	\$ 20.75	10/16/2009 <sup>(1)</sup>		M <sup>(1)</sup>	5,181	09/25/2002 09/25/2011	Common Stock	5,181
Incentive Stock Option	\$ 20.75	10/21/2009 <sup>(1)</sup>		M <sup>(1)</sup>	4,819	09/25/2002 09/25/2011	Common Stock	4,819

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEMAN MICHAEL L 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Division President, Americas	

## Signatures

Maria M. Mitchell as attorney-in-fact for Michael L. Freeman  
12/09/2009

\*\*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)

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Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreement in satisfaction of tax withholding obligation upon vesting of 1,785 RSUs (Common Stock equivalents)

- (3) Total includes 2,017 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account; estimated number of shares based upon equivalent value of units held. Total also includes 7436 Restricted Stock Units.
- NQSO 10000 shares (3400 exercisable 09/24/03; 3300 exercisable 09/24/04; 3300 exercisable 09/24/05) 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 5000 shares (1700 exercisable 10/19/05, 1650 exercisable 10/19/06, 1650 exercisable 10/19/07) at \$27.67 exp. 10/19/14; NQSO 9000 shares at
- (4) \$27.27 (3060 exercisable 10/18/06, 2970 exercisable 10/18/07, 2970 exercisable 10/18/08) exp. 10/18/15; NQSO 10000 shares (3400 exercisable 10/17/07, 3300 exercisable 10/17/08, 3300 exercisable 10/17/09) at \$35.99 exp. 10/17/16. NQSO 12700 shares 4318 exercisable 10/16/08, 4191 exercisable 10/16/09, 4191 exercisable 10/16/10) at \$36.03 exp. 10/16/17. Correct as of last transaction reported on this form.

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.