

BATEMAN GILES H  
Form 4  
May 20, 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 \*  
BATEMAN GILES H

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)  
251 STRATFORD PARK CIRCLE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/16/2013

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

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

DEL MAR, CA 92014

(City) (State) (Zip)

**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)
Common Stock	05/16/2013 <sup>(1)</sup>		M <sup>(1)</sup>	V Amount (A) or (D) Price 2,000 A \$ 28.72	10,588	D	
Common Stock	05/16/2013 <sup>(1)</sup>		S <sup>(1)</sup>	1,070 D \$ 56.83	9,518	D	
Common Stock	05/16/2013 <sup>(1)</sup>		M <sup>(1)</sup>	2,000 A \$ 34.74	11,518	D	
Common Stock	05/16/2013 <sup>(1)</sup>		S <sup>(1)</sup>	1,293 D \$ 56.83	10,225	D	
Common Stock	05/16/2013 <sup>(1)</sup>		M <sup>(1)</sup>	2,500 A \$ 29.11	12,725	D	
	05/16/2013 <sup>(1)</sup>		S <sup>(1)</sup>	1,355 D	11,370 <sup>(2)</sup>	D	

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Common \$  
Stock 56.83

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 (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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option	\$ 28.72	05/16/2013 <sup>(1)</sup>		M <sup>(1)</sup>	2,000	09/23/2006	09/23/2013	Common Stock	2,000
Non-qualified Stock Option	\$ 34.74	05/16/2013 <sup>(1)</sup>		M <sup>(1)</sup>	2,000	12/16/2006	12/16/2013	Common Stock	2,000
Non-qualified Stock Option	\$ 29.11	05/16/2013 <sup>(1)</sup>		M <sup>(1)</sup>	2,500	12/14/2007	12/14/2014	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BATEMAN GILES H 251 STRATFORD PARK CIRCLE DEL MAR, CA 92014	X

## Signatures

Maria M. Mitchell as attorney-in-fact for Giles H. Bateman 05/17/2013

                    \*\*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 6,888 Restricted Stock Units, all of which are subject to future vesting.

(3) Not applicable.

(4) In addition to the reported options, the reporting person holds options to acquire 7,300 common shares as follows: 3,500 NQSO exercisable 12/13/2008 at \$27.87, exp. 12/13/2015; 3,800 NQSO exercisable 12/12/2009 at \$32.78, exp. 12/12/2016.

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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