

MILNER GRAHAM P  
Form 4  
April 21, 2010

**FORM 4**

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

OMB APPROVAL

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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

(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)  
04/19/2010

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)

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 04/19/2010                           |  | M                              | A   | 4,000   | \$ 20.813  | 25,532  | D |
| Common Stock                    | 04/19/2010                           |  | S                              | D   | 4,000   | \$ 35.14   | 21,532 <sup>(1)</sup>                                 | D |

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 (NQSO)          | \$ 20.813  | 04/19/2010                           |  | M                              | 4,000   | 09/26/2003 09/26/2010                                    | Common Stock  | 4,000                      |

## Reporting Owners

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

## Signatures

Maria M. Mitchell, as attorney-in-fact for Graham P. Milner 04/21/2010

\*\*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).
- Total includes 1,486 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account - estimated number of shares
- (1) based upon equivalent value of Company Stock Fund units held. Total also includes 9,036 Restricted Stock Units, of which 6,388 are subject to future vesting, and 2,400 Performance Share Units, all of which are subject to future vesting.
- (2) NQSO for 11,096 shares exercisable 09/26/03 at \$20.813 expires 09/26/10; Incentive Stock Option (ISO) for 2,104 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; NQSO for 5,181 shares exercisable 09/25/04 at \$20.75 exp. 09/25/11; ISO for 4,819 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; NQSO for 10,000 shares exercisable 9/24/05 at \$27.56 exp. 09/24/12; NQSO for 10,000 shares exercisable 09/23/06 at \$29.30 exp. 09/24/13; NQSO for 8,000 shares exercisable 10/19/07 at \$27.67 exp. 10/19/14; NQSO for 9,000 shares exercisable 10/18/08 at \$27.27 exp. 10/18/15; NQSO for 10,000 shares exercisable 10/17/09 at \$35.99 exp. 10/17/16; and NQSO for 12,700 shares (4318 exercisable 10/16/08, 4191 exercisable 10/16/09, 4191 exercisable 10/16/10) at \$36.03 exp. 10/16/17.

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.