WD 40 CO Form 4 October 21, 2009

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * MILNER GRAHAM P

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WD 40 CO [WDFC]

(Check all applicable)

10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

228 WINTERHAWK LANE

3. Date of Earliest Transaction (Month/Day/Year) 10/19/2009

_X__ Officer (give title Other (specify below)

(Middle)

Executive Vice President

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

ENCINITAS, CA 92024

| (City) | (State) | (Zip) Tabl | e I - Non-D |)erivative | Secui | ities Acq | uired, Disposed o | f, or Beneficial | ly 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) | Γransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 10/19/2009 | | S | 501 | D | \$ 32.72 | 27,644 (1) | D | |
| Common Stock | 10/19/2009 | | S | 99 | D | \$ 32.71 | 27,545 (1) | D | |
| Common Stock | 10/19/2009 | | S | 200 | D | \$ 32.69 | 27,345 (1) | D | |
| Common Stock | 10/19/2009 | | S | 100 | D | \$ 32.66 | 27,245 (1) | D | |
| Common Stock | 10/19/2009 | | S | 1,600 | D | \$ 32.62 | 25,645 <u>(1)</u> | D | |

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| Common Stock | 10/19/2009 | S | 800 | D | \$ 32.59 | 24,845 (1) | D |
|-----------------|------------|---|-------|---|-------------|------------|---|
| Common Stock | 10/19/2009 | S | 100 | D | \$ 32.58 | 24,745 (1) | D |
| Common Stock | 10/19/2009 | S | 400 | D | \$ 32.56 | 24,345 (1) | D |
| Common Stock | 10/19/2009 | S | 300 | D | \$ 32.53 | 24,045 (1) | D |
| Common Stock | 10/19/2009 | S | 700 | D | \$ 32.52 | 23,345 (1) | D |
| Common Stock | 10/19/2009 | S | 400 | D | \$ 32.5 | 22,945 (1) | D |
| Common Stock | 10/19/2009 | S | 900 | D | \$ 32.48 | 22,045 (1) | D |
| Common Stock | 10/19/2009 | S | 100 | D | \$ 32.44 | 21,945 (1) | D |
| Common Stock | 10/19/2009 | S | 200 | D | \$ 32.43 | 21,745 (1) | D |
| Common Stock | 10/19/2009 | S | 200 | D | \$ 32.42 | 21,545 (1) | D |
| Common Stock | 10/19/2009 | S | 100 | D | \$ 32.31 | 21,445 (1) | D |
| Common Stock | 10/19/2009 | S | 3,100 | D | \$ 32.29 | 18,345 (1) | D |
| Common Stock | 10/19/2009 | S | 200 | D | \$ 32.28 | 18,145 (1) | 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 required to respond unless the form displays a currently valid OMB control number.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|-------------------------|------------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Date | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | Securities | (Instr. 5) | Bene |
| | Derivative | | | Securities | | S | (Instr. 3 and 4) | | Own |
| | Security | | | | Acquired | | | | Follo |
| | _ | | | | (A) or | | | | Repo |
| | | | | | Disposed | | | | Trans |
| | | | | | of (D) | | | | (Instr |
| | | | | | (Instr. 3, | | | | |

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4, and 5)

Date Expiration Or Number Of Shares

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 10/21/2009

**Signature of Date
Reporting Person

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) Total includes 1460 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 9,221 Restricted Stock Units.

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.

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