MILNER GRAHAM P

Form 4/A

December 09, 2009

FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

D

D

D

D

27,545

27,345

27,245

25,645

1(b).

Common

Common

Common

Common

Stock

Stock

Stock

Stock

10/19/2009

10/19/2009

10/19/2009

10/19/2009

(Print or Type Responses)

1. Name and Address of Reporting Person *

MILNER GRAHAM P		Sym WD	ool 40 CO [WDFC]	Issuer
(L	ast) (First)	(Middle) 3. Da	ate of Earliest Transaction	(Check all applicable)
228 V	VINTERHAWK LAN	`	nth/Day/Year) 9/2009	Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President
ENCI	(Street)	Filed	Amendment, Date Original (Month/Day/Year) 11/2009	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(0	City) (State)	(Zip)	Гаble I - Non-Derivative Secu	rities Acquired, Disposed of, or Beneficially Owned
1.Title Securit (Instr.	ty (Month/Day/Yea 3)	eate 2A. Deemed ar) Execution Date any (Month/Day/Y	Code (Instr. 3, 4 and	ed of (D) Securities Form: Direct Indirect d 5) Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)
Com: Stock	10/19/2009		S 501 D	\$ 27,644 D

S

S

S

S

D

99

200

100

1,600

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Common Stock	10/19/2009	S	800	D	\$ 32.59	24,845	D
Common Stock	10/19/2009	S	100	D	\$ 32.58	24,745	D
Common Stock	10/19/2009	S	400	D	\$ 32.56	24,345	D
Common Stock	10/19/2009	S	300	D	\$ 32.53	24,045	D
Common Stock	10/19/2009	S	700	D	\$ 32.52	23,345	D
Common Stock	10/19/2009	S	400	D	\$ 32.5	22,945	D
Common Stock	10/19/2009	S	900	D	\$ 32.48	22,045	D
Common Stock	10/19/2009	S	100	D	\$ 32.44	21,945	D
Common Stock	10/19/2009	S	200	D	\$ 32.43	21,745	D
Common Stock	10/19/2009	S	200	D	\$ 32.42	21,545	D
Common Stock	10/19/2009	S	100	D	\$ 32.31	21,445	D
Common Stock	10/19/2009	S	3,100	D	\$ 32.29	18,345	D
Common Stock	10/19/2009	S	200	D	\$ 32.28	18,145	D
Common Stock	10/19/2009	D <u>(1)</u>	639 (1)	D	\$ 33.05	17,506 (2)	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	Transaction	orNumber	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	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Title Amount Date

or Number Trans

(Insti

of Shares

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MILNER GRAHAM P 228 WINTERHAWK LANE **ENCINITAS, CA 92024**

Executive Vice President

Signatures

Maria M. Mitchell as attorney-in-fact for Graham P Milner

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).
- Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreement in satisfaction of tax withholding **(1)** obligation upon vesting of 1,785 RSUs (Common Stock equivalents)
- Total includes 1,460 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 7,436 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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