RIDGE GARRY O Form 4 October 14, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

Common

Stock

1. Name and Address of Reporting Person * RIDGE GARRY O

(First)

(Street)

(Ctata)

10/12/2010

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

WD 40 CO [WDFC]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 10/12/2010

Filed(Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) President & CEO

1061 CUDAHY PLACE

4. If Amendment, Date Original

A

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

SAN DIEGO, CA 92110

(State) (A	Table Table	I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) c	or	Securities	Form: Direct	Indirect
	any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		Code V	Amount		Price	(Instr. 3 and 4)		
10/12/2010		A	6,400 (1)	A	(<u>1</u>)	55,277	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date 2A. Deemed 3. 4. Securing (Month/Day/Year) Execution Date, if any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount 6,400	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D. (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and Or Code V Amount (D) 10/12/2010 A 6,400 A	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price 6,400	2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 3 and 4) (Instr. 3 and 4)

9,600

(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

64,877 (3)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable Date	*	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

RIDGE GARRY O 1061 CUDAHY PLACE

X President & CEO

SAN DIEGO, CA 92110

Signatures

Maria M. Mitchell as attorney-in-fact for Garry O. 10/14/2010 Ridge

> **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).
- 6,400 Restricted Stock Units (Common Stock equivalents) were granted pursuant to the WD-40 Company 2007 Stock Incentive Plan. The Restricted Stock Units (RSUs) will be settled solely with Issuer Common Stock upon an annual vesting schedule as provided for in the
- Award Agreement for the RSUs as follows: 2,176 shares not later than 11/15/2011, 2,112 shares not later than 11/15/2012, and 2,112 shares not later than 11/15/2013.
- 9,600 Performance Share Units (Common Stock equivalents) were granted pursuant to the 2007 Stock Incentive Plan. The Performance (2) Share Units (PSUs) will be settled solely with Issuer Common Stock upon performance vesting as provided for in the Award Agreement for the PSUs following a 2 year performance measurement period.
- Total includes 1,092 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account estimated number of shares based upon equivalent value of units held. Also includes 26,604 Restricted Stock Units and 19,200 Performance Share 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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