

WD 40 CO
Form 4
August 13, 2008

FORM 4

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

OMB APPROVAL

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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 *
RIDGE GARRY O

(Last) (First) (Middle)
1061 CUDAHY PLACE

(Street)

SAN DIEGO, CA 92110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WD 40 CO [WDFC]

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/11/2008		M ⁽¹⁾	17,600 A \$ 20.813	39,860 ⁽²⁾	D	
Common Stock	08/11/2008		S ⁽¹⁾	17,600 D \$ 37.9008	22,260 ⁽²⁾	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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 20.813	08/11/2008		M ⁽¹⁾	17,600	09/26/2001 ⁽¹⁾ 09/26/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIDGE GARRY O 1061 CUDAHY PLACE SAN DIEGO, CA 92110	X		President & CEO	

Signatures

Garry O. Ridge 08/13/2008
 **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 1016 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 5884 Restricted Stock Units.
 NQSO 20000 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; NQSO 30000 shares (10200 shares exercisable 09/24/03; 9900 shares exercisable 09/24/04, 9900 shares exercisable 09/24/05) at \$27.56 exp. 09/24/12; NQSO 30000 shares (10200 shares exercisable 09/23/04; 9900 shares exercisable 09/23/05, 9900 shares exercisable 09/23/06) at \$29.30 exp. 09/23/13; NQSO 12000 shares (4080 exercisable 10/19/05, 3960 exercisable 10/19/06, 3960 exercisable 10/19/07) at \$27.67 exp. 10/19/14;
- (3) In addition to the securities beneficially owned listed in footnote 2, NQSO 24000 shares (8160 exercisable 10/18/06, 7920 exercisable 10/18/07, 7920 exercisable 10/18/08) at \$27.27 exp. 10/18/15; NQSO 35000 shares (11900 exercisable 10/17/07, 11550 exercisable 10/17/08, 11550 exercisable, 10/17/09) at \$35.99 exp. 10/17/16. NQSO 60000 shares (20400 exercisable 10/16/08, 19800 exercisable 10/16/09, 19800 exercisable 10/16/10.) at \$36.03 exp. 10/18/17.

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.