

Mitchell Maria  
 Form 4  
 February 17, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Mitchell Maria

(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)  
 02/15/2011

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)  
 VP, Corporate Secretary

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	02/15/2011 <sup>(1)</sup>		M <sup>(1)</sup>		5,000	A	\$ 27.27
Common Stock	02/15/2011 <sup>(1)</sup>		S <sup>(1)</sup>		5,000	D	\$ 40.07
Common Stock	02/15/2011 <sup>(1)</sup>		M <sup>(1)</sup>		3,000	A	\$ 29.3
Common Stock	02/15/2011 <sup>(1)</sup>		S <sup>(1)</sup>		1,602	D	\$ 40.07
							11,519
							9,917 <sup>(2)</sup>

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

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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 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 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option	\$ 27.27	02/15/2011 <sup>(1)</sup>		M <sup>(1)</sup>	5,000	10/18/2008 10/18/2015	Common Stock	5,000
Non-qualified Stock Option	\$ 29.3	02/15/2011 <sup>(1)</sup>		M <sup>(1)</sup>	3,000	09/23/2006 09/23/2013	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitchell Maria 1061 CUDAHY PLACE SAN DIEGO, CA 92110			VP, Corporate Secretary	

## Signatures

Maria M. Mitchell  
02/17/2011  
Date

\*\*Signature of 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) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) Total includes 596 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 4,769 Restricted Stock Units, all of which are subject to future vesting.
- (3) Not applicable.

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- (4) In addition to the reported options, the reporting person holds options to acquire 11,160 shares as follows: 5,000 non-qualified stock options (NQSO) exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 6,160 NQSO 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.