

HOLDSWORTH GEOFFREY
Form 4
April 12, 2007

FORM 4

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

OMB APPROVAL

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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 *
HOLDSWORTH GEOFFREY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Managing Director AsiaPacific

(Street)
SAN DIEGO, CA 92110

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/10/2007		M ⁽¹⁾	6,000 A \$ 31.75	7,000	D	
Common Stock	04/10/2007		S ⁽¹⁾	1,000 D \$ 36.3933	1,000	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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option	\$ 37.75	04/10/2007		M ⁽¹⁾	6,000	09/23/1997 09/23/2007	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDSWORTH GEOFFREY 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Managing Director AsiaPacific	

Signatures

Maria Mitchell As Attorney-In-Fact for Geoffrey Holdsworth
Date: 04/12/2007

**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 the Securities Exchange Act of 1934.

NQSO to buy 10000 shares exercisable 9/24/03 at \$27.56 expires 09/24/12; NQSO 10000 shares (3400 exercisable 9/23/04, 3300 exercisable 9/23/05, 3300 exercisable 9/23/06) at \$29.30 expires 9/24/13; NQSO 10000 shares (3400 exercisable 10/19/05, 3300

(2) exercisable 10/19/06, 3300 exercisable 10/19/07) at \$27.67 exp. 10/19/14. NQSO 7000 shares (2380 exercisable 10/18/06, 2310 exercisable 10/18/07, 2310 exercisable 10/18/08) at \$27.27 exp. 10/19/15; NQSO 10000 shares (3400 exercisable 10/17/07, 3300 exercisable 10/17/08, 3300 exercisable 10/17/09) at \$35.99 exp. 10/17/16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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