

RIDGE GARRY O
Form 4
July 20, 2009

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 *
RIDGE GARRY O

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/17/2009

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

1061 CUDAHY PLACE

(Street)

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

SAN DIEGO, CA 92110

(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 | (D) | Price |
| Common Stock | 07/17/2009 | | M ⁽¹⁾ | | 4,000 | A | \$ 20.813 |
| | | | | | 38,308 | ⁽²⁾ | D |
| Common Stock | 07/17/2009 | | S ⁽¹⁾ | | 4,000 | D | \$ 31.3247 |
| | | | | | 34,308 | ⁽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 (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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Non-Qualified Stock Option | \$ 20.813 | 07/17/2009 | | M ⁽¹⁾ | 4,000 | 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 07/20/2009
 **Signature of Date
 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 Securities Exchange Act of 1934
- (2) Total includes 1059 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 17,884 Restricted Stock Units.
 NQSO 16000 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.