

NOBLE WILLIAM B  
Form 4  
April 07, 2011

**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 \*  
NOBLE WILLIAM B

(Last) (First) (Middle)

BRICK CLOSE, KIIN FARM

(Street)

MILTON KEYNES, X0 MK1 13LJ

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/05/2011

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)

Managing Director, Europe

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/05/2011 <sup>(1)</sup>		M <sup>(1)</sup>		203 A \$ 27.67	17,608	D
Common Stock	04/05/2011 <sup>(1)</sup>		S <sup>(1)</sup>		203 D \$ 43.4	17,405	D
Common Stock	04/06/2011 <sup>(1)</sup>		M <sup>(1)</sup>		1,797 A \$ 27.67	19,202	D
Common Stock	04/06/2011 <sup>(1)</sup>		S <sup>(1)</sup>		1,797 D \$ 43.4	17,405	D
Common Stock	04/06/2011 <sup>(1)</sup>		M <sup>(1)</sup>		3,153 A \$ 27.67	20,558	D



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- (1) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.
- (2) Total includes 8,359 Restricted Stock Units, 4,388 of which are subject to future vesting, and 4,800 Performance Share Units, all of which are subject to future vesting.
- (3) Not applicable.

In addition to the reported options, the reporting person holds options to acquire 40,000 common shares as follows: 10,000 NQSO

- (4) exercisable 09/23/06 at \$29.30 exp. 09/24/13; 10,000 NQSO exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 20,000 NQSO 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.