

CRIVELLO MARIO L
Form 4
November 16, 2012

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 *
CRIVELLO MARIO L

(Last) (First) (Middle)
14393 ENGELMANN LANE
(Street)

VALLEY CENTER, CA 92082

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2012

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)

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	11/14/2012		M ⁽¹⁾		2,500	A	\$ 29.11
Common Stock	11/14/2012		S ⁽¹⁾		2,500	D	\$ 46.4202 ⁽²⁾
Common Stock	11/14/2012		M ⁽¹⁾		2,500	A	\$ 27.87
Common Stock	11/14/2012		S ⁽¹⁾		2,500	D	\$ 46.4202 ⁽²⁾
Common Stock	11/14/2012		M ⁽¹⁾		2,500	A	\$ 32.78

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Stock

Common Stock	11/14/2012	S ⁽¹⁾	2,500	D	\$ 46.4202 (2)	110,633	D	
Common Stock	11/15/2012	M ⁽¹⁾	1,000	A	\$ 27.87	111,633	D	
Common Stock	11/15/2012	S ⁽¹⁾	1,000	D	\$ 45.266 (3)	110,633	D	
Common Stock	11/15/2012	M ⁽¹⁾	1,300	A	\$ 27.87	111,933 (4)	D	
Common Stock	11/15/2012	S ⁽¹⁾	1,300	D	\$ 45.266 (3)	110,633	D (4)	
Common Stock						678,169 (5)	I	As Trustee

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (NQSO)	\$ 29.11	11/14/2012 ⁽¹⁾		M ⁽¹⁾	2,500	12/14/2007 12/14/2014	Common Stock	2,500
Non-Qualified Stock Option (NQSO)	\$ 27.87	11/14/2012 ⁽¹⁾		M ⁽¹⁾	2,500	12/13/2008 12/13/2015	Common Stock	2,500
Non-Qualified Stock Option (NQSO)	\$ 32.78	11/14/2012 ⁽¹⁾		M ⁽¹⁾	2,500	12/12/2009 12/12/2016	Common Stock	2,500

