

RIDGE GARRY O  
Form 4  
January 29, 2013

**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 \*  
**RIDGE GARRY O**

(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)  
01/25/2013

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)  
President & CEO

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	(A) or (D)	Price
Common Stock	01/25/2013 <sup>(1)</sup>		M <sup>(1)</sup>		173	A	\$ 36.03
Common Stock	01/25/2013 <sup>(1)</sup>		S <sup>(1)</sup>		173	D	\$ 54.03
Common Stock	01/28/2013 <sup>(1)</sup>		M <sup>(1)</sup>		2,454	A	\$ 36.03
Common Stock	01/28/2013 <sup>(1)</sup>		S <sup>(1)</sup>		2,454	D	\$ 54.03
Common Stock	01/29/2013 <sup>(1)</sup>		M <sup>(1)</sup>		7,633	A	\$ 36.03

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Common Stock      01/29/2013<sup>(1)</sup>      S<sup>(1)</sup>      7,633      D      \$ 67,816.237      D  
 54.03      <sup>(2)</sup>

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option	\$ 36.03	01/25/2013 <sup>(1)</sup>		M <sup>(1)</sup>	173	10/16/2010 10/16/2017	Common Stock	173
Non-qualified Stock Option	\$ 36.03	01/28/2013 <sup>(1)</sup>		M <sup>(1)</sup>	2,454	10/16/2010 10/16/2017	Common Stock	2,454
Non-qualified Stock Option	\$ 36.03	01/29/2013 <sup>(1)</sup>		M <sup>(1)</sup>	7,633	10/16/2010 10/16/2017	Common Stock	7,633

## 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      01/29/2013  
 \*\*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.  
Total includes 1,148,237 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 17,519
- (2) Restricted Stock Units, of which 11,635 are subject to future vesting, 7,158 Performance Share Units, all of which are subject to future vesting, and 6,373 Market Share Units, all of which are subject to future vesting.
- (3) Not applicable.

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