

BATEMAN GILES H
Form 4
May 20, 2013

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 *
BATEMAN GILES H

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)
251 STRATFORD PARK CIRCLE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2013

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

DEL MAR, CA 92014

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/16/2013 ⁽¹⁾		M ⁽¹⁾		2,000	A	\$ 28.72
Common Stock	05/16/2013 ⁽¹⁾		S ⁽¹⁾		1,070	D	\$ 56.83
Common Stock	05/16/2013 ⁽¹⁾		M ⁽¹⁾		2,000	A	\$ 34.74
Common Stock	05/16/2013 ⁽¹⁾		S ⁽¹⁾		1,293	D	\$ 56.83
Common Stock	05/16/2013 ⁽¹⁾		M ⁽¹⁾		2,500	A	\$ 29.11
	05/16/2013 ⁽¹⁾		S ⁽¹⁾		1,355	D	11,370 ⁽²⁾

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Common Stock \$ 56.83

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	\$ 28.72	05/16/2013 ⁽¹⁾		M ⁽¹⁾	2,000	09/23/2006 09/23/2013	Common Stock	2,000
Non-qualified Stock Option	\$ 34.74	05/16/2013 ⁽¹⁾		M ⁽¹⁾	2,000	12/16/2006 12/16/2013	Common Stock	2,000
Non-qualified Stock Option	\$ 29.11	05/16/2013 ⁽¹⁾		M ⁽¹⁾	2,500	12/14/2007 12/14/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATEMAN GILES H 251 STRATFORD PARK CIRCLE DEL MAR, CA 92014		X		

Signatures

Maria M. Mitchell as attorney-in-fact for Giles H. Bateman 05/17/2013

__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 Securities Exchange Act of 1934.
- (2) Total includes 6,888 Restricted Stock Units, all of which are subject to future vesting.
- (3) Not applicable.
- (4) In addition to the reported options, the reporting person holds options to acquire 7,300 common shares as follows: 3,500 NQSO exercisable 12/13/2008 at \$27.87, exp. 12/13/2015; 3,800 NQSO exercisable 12/12/2009 at \$32.78, exp. 12/12/2016.

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.