

WD 40 CO  
Form 8-K  
April 05, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): April 5, 2006

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**WD-40 COMPANY**

(Exact Name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-06936**  
(Commission File Number)

**95-1797918**  
(I.R.S. Employer  
Identification Number)

**1061 Cudahy Place, San Diego, California 92110**

(Address of principal executive offices, with zip code)

**(619) 275-1400**

(Registrant's telephone number, including area code)

**n/a**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.02. Results of Operations and Financial Condition**

On April 5, 2006, the WD-40 Company ( the Company ) issued a news release with respect to earnings for the quarter ended February 28, 2006. The Company is furnishing this 8-K.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit 99.1 News Release by the WD-40 Company dated April 5, 2006.

**SIGNATURES:**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WD-40 Company

(Registrant)

/s/ MICHAEL J. IRWIN  
Michael J. Irwin

Executive Vice President and

Chief Financial Officer

(Principal Financial Officer)

Date: April 5, 2006