

HOLDSWORTH GEOFFREY

Form 4

November 15, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLDSWORTH GEOFFREY

(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)

11/10/2010

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 AsiaPacific

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)
Common Stock	11/10/2010 ⁽¹⁾		M ⁽¹⁾	10,000 A	\$ 29.3 25,436	D	
Common Stock	11/10/2010 ⁽¹⁾		S ⁽¹⁾	10,000 D	\$ 38.3 15,436	D	
Common Stock	11/12/2010 ⁽¹⁾		S ⁽¹⁾	2,277 D	\$ 38.15 13,159 ⁽³⁾	D	

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

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SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 29.3	11/10/2010 ⁽¹⁾		M ⁽¹⁾		10,000		09/23/2006	09/23/2013	Common Stock	10,000

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDSWORTH GEOFFREY 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Managing Director AsiaPacific	

Geoffrey J.
Holdsworth

11/15/2010

**Signature of Reporting
Person

Date

* 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) Price given is the average sales price for all shares sold at sale prices ranging between \$38.02 and \$38.36.

(3) Total includes 8,359 Restricted Stock Units, of which 5,711 are subject to future vesting, and 4,800 Performance Share Units, all of which are subject to future vesting.

(4) Not applicable.

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

(5) non-qualified stock options (NQSO) exercisable 9/24/05 at \$27.56 expiring 09/24/12; 10,000 NQSO exercisable 10/17/09 at \$35.99 expiring 10/17/16; and 20,000 NQSO exercisable 10/16/10 at \$36.03 expiring 10/16/17.

Reporting Owners

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