

REMBOLT JAY  
Form 4  
October 31, 2017

**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 \*  
REMBOLT JAY

(Last) (First) (Middle)  
9715 BUSINESSPARK AVENUE  
(Street)

SAN DIEGO, CA 92131

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2017

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)  
Vice President Finance & CFO

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)
				(A) or (D)	Price		
Common Stock	10/27/2017		F	350 <sup>(1)</sup> D	<u>(1)</u> 39,502.265	D	
Common Stock	10/27/2017		F	827 <sup>(2)</sup> D	<u>(2)</u> 38,675.265 <sup>(3)</sup>	D	

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

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(9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REMBOLT JAY 9715 BUSINESSPARK AVENUE SAN DIEGO, CA 92131			Vice President Finance & CFO	

## Signatures

Richard T. Clampitt, attorney-in-fact for Jay Rembolt  
 10/31/2017  
 \*\*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) Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreements in satisfaction of tax withholding obligation upon vesting of 927 RSUs (Common Stock equivalents).
  - (2) Shares withheld pursuant to mandatory provisions of a Market Stock Unit (MSU) Award Agreement in satisfaction of tax withholding obligation upon settlement of 2,198 MSUs (Common Stock equivalents).
- Total includes 6,284,265 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 1,613 RSUs, all of which are subject to future vesting, 909 MSUs (target number) awarded to the reporting person in 2015, all of which are
- (3) subject to future vesting, and 310 vested Deferred Performance Units (Common Stock equivalents). MSUs (which are performance-based equity awards) that were granted to the reporting person on October 11, 2016 and October 9, 2017 are not reported herein as beneficially owned Common Stock equivalents.

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.