

WD 40 CO  
Form 4  
May 20, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**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)  
**05/18/2015**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 05/18/2015 <sup>(1)</sup>            |  | M <sup>(1)</sup>               |   | 3,556   | A  | \$ 36.03  |
| Common Stock                    | 05/18/2015 <sup>(1)</sup>            |  | S <sup>(1)</sup>               |   | 3,556   | D  | \$ 86.03  |
| Common Stock                    | 05/19/2015 <sup>(1)</sup>            |  | M <sup>(1)</sup>               |   | 3,701   | A  | \$ 36.03  |
| Common Stock                    | 05/19/2015 <sup>(1)</sup>            |  | S <sup>(1)</sup>               |   | 3,701   | D  | \$ 86.03  |
| Common Stock                    | 05/20/2015 <sup>(1)</sup>            |  | M <sup>(1)</sup>               |   | 435   | A  | \$ 36.03  |

Edgar Filing: WD 40 CO - Form 4

|              |                           |                  |     |   |          |                              |   |                             |
|--------------|---------------------------|------------------|-----|---|----------|------------------------------|---|-----------------------------|
| Common Stock | 05/20/2015 <sup>(1)</sup> | S <sup>(1)</sup> | 435 | D | \$ 86.03 | 78,011.613<br><sup>(2)</sup> | D |                             |
| Common Stock |                           |                  |     |   |          | 11,744.023                   | I | By Spouse<br><sup>(4)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Non-qualified Stock Option                 | \$ 36.03   | 05/18/2015 <sup>(1)</sup>            |  | M <sup>(1)</sup>               | 3,556   | 10/16/2010 10/16/2017                                    | Common Stock  | 3,556                      |                            |
| Non-qualified Stock Option (Common Stock)  | \$ 36.03   | 05/19/2015 <sup>(1)</sup>            |  | M <sup>(1)</sup>               | 3,701   | 10/16/2010 10/16/2017                                    | Common Stock  | 3,701                      |                            |
| Non-qualified Stock Option (Common Stock)  | \$ 36.03   | 05/20/2015 <sup>(1)</sup>            |  | M <sup>(1)</sup>               | 435   | 10/16/2010 10/16/2017                                    | Common Stock  | 435                        |                            |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| RIDGE GARRY O<br>1061 CUDAHY PLACE<br>SAN DIEGO, CA 92110 | X             |           | President & CEO |       |

## Signatures

Richard T. Clampitt, as attorney-in-fact for Garry O.  
Ridge

05/20/2015

\_\_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 1,205,613 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 15,768
- (2) Restricted Stock Units, of which 9,884 are subject to future vesting, and 15,709 Market Share Units, all of which are subject to future vesting.
- (3) Not applicable.
- (4) The reporting person disclaims beneficial ownership of these shares and this report of indirect beneficial ownership shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of such shares.

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.