WD 40 CO Form 4 December 13, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

17240 EL CAPORAL

Security

(Instr. 3)

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(b).

1. Name and Address of Reporting Person * LUICK GARY L

2. Issuer Name and Ticker or Trading Symbol

WD 40 CO [WDFC]

(First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

12/12/2006

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

7. Nature of

SEC 1474

(9-02)

Applicable Line)

X_ Director

Officer (give title

X 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

Issuer

below)

RANCHO SANTA FE, CA 92067

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) (A)

or

Securities Beneficially Owned Following Reported Transaction(s)

5. Amount of

Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

6. Ownership

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Instr. 3 and 4) Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number 4. Transaction Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Derivative

Security

Disposed of
(D)
(Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Exercisable Date

Non

Qualified Stock \$ 32.78 12/12/2006 A 3,800 12/12/2006 12/12/2016 Common Stock 3,800

Amount

or Number of Shares

Option

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LUICK GARY L 17240 EL CAPORAL X

RANCHO SANTA FE, CA 92067

Signatures

a currently valid OMB number.

Maria M. Mitchell as Attorney in Fact for Gary L. Luick

**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).

Non Qualified Stock Option (NQSO) 2000 shares exercisable 12/10/02 at \$23.63 exp. 12/10/11; NQSO 2000 shares exercisable 1/12/04 at \$29.90 exp. 1/12/13; NQSO 2000 shares exercisable 12/16/03 at \$34.74 exp. 12/16/13; NQSO 2500 shares exercisable 12/14/04 at \$29.11 exp. 12/14/14; NQSO 3500 shares exercisable 12/13/05 at \$27.87 exp. 12/13/15; NQSO 3800 shares exercisable 12/12/06 at

\$32.78 exp. 12/12/16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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