

WD 40 CO
Form 5
October 15, 2008

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
NOBLE WILLIAM B

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Managing Director, Europe

BRICK CLOSE,Â KIIN FARM

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/31/2008

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

6. Individual or Joint/Group Reporting (check applicable line)

MILTON KEYNES,Â X0Â MK1
13LJ

(City) (State) (Zip)

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)	Amount (A) or Price (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/26/2006 ⁽¹⁾	Â	M5 ⁽²⁾	5,000 A	\$ 20.813	5,471 ⁽³⁾	D	Â
Common Stock	04/26/2006 ⁽¹⁾	Â	S5 ⁽²⁾	5,000 D	\$ 31.454	5,471 ⁽³⁾	D	Â
Common Stock	04/26/2006 ⁽¹⁾	Â	M5 ⁽²⁾	5,000 A	\$ 23.5	5,471 ⁽³⁾	D	Â
Common Stock	04/26/2006 ⁽¹⁾	Â	S5 ⁽²⁾	5,000 D	\$ 31.347	5,471 ⁽³⁾	D	Â

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non Qualified Stock Option	\$ 20.813	04/26/2006	Â	M ⁽²⁾	Â 5,000	09/26/2001 09/26/2010	Common Stock	5,000
Non Qualified Stock Option	\$ 23.5	04/26/2006	Â	M ⁽²⁾	Â 5,000	09/28/2000 09/28/2009	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOBLE WILLIAM B BRICK CLOSE KIIN FARM MILTON KEYNES, X0 MK1 13LJ	Â	Â	Â Managing Director, Europe	Â

Signatures

William B. Noble 10/10/2008

**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) Statement filed to report transactions not previously reported on Form 4 or Form 5. Transactions were discovered upon reconciliation of outstanding stock option records.
- (2) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.

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- (3) Total includes 3971 Restricted Stock Units.

The reporting person holds 59600 Non Qualified Stock Options (NQSO) to acquire common shares as follows: 600 NQSO exercisable 9/24/03 at \$27.56 expiring 09/24/12; 10000 NQSO exercisable 09/23/06 at \$29.30 exp. 09/24/13; 10000 NQSO exercisable 10/19/07 at

- (4) \$27.67 exp. 10/19/14; 9000 NQSO (3060 exercisable 10/18/06; 2970 exercisable 10/18/07; 2970 exercisable 10/18/08) at \$27.27 exp. 10/18/15; 10000 NQSO (3400 exercisable 10/17/07, 3300 exercisable 10/17/08, 3300 exercisable 10/17/09) at \$35.99 exp. 10/17/16; 20000 NQSO shares (6800 exercisable 10/16/08, 6600 exercisable 10/16/09, 6600 exercisable 10/16/10) at \$36.03 exp. 10/16/17.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.