

IRWIN MICHAEL J  
Form 4  
October 25, 2010

**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 \*  
**IRWIN MICHAEL J**

(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)  
**10/21/2010**

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)  
**Executive Vice President**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/21/2010 <sup>(1)</sup>		M <sup>(1)</sup>		1,700	A	\$ 27.27
Common Stock	10/21/2010 <sup>(1)</sup>		S <sup>(1)</sup>		1,700	D	\$ 39.03
Common Stock	10/21/2010 <sup>(1)</sup>		M <sup>(1)</sup>		1,600	A	\$ 20.75
Common Stock	10/21/2010 <sup>(1)</sup>		S <sup>(1)</sup>		1,600	D	\$ 39.01
							23,607
							21,907
							23,507
							21,907 <sup>(2)</sup>

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 (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
Non-qualified Stock Option	\$ 27.27	10/21/2010 <sup>(1)</sup>		M <sup>(1)</sup>	1,700	10/18/2008 10/18/2015	Common Stock	1,700
Incentive Stock Option	\$ 20.75	10/21/2010 <sup>(1)</sup>		M <sup>(1)</sup>	1,600	09/25/2004 09/25/2011	Common Stock	1,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRWIN MICHAEL J 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Executive Vice President	

## Signatures

Maria M. Mitchell, as attorney-in-fact for Michael J. Irwin  
10/25/2010

\_\_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 Securities Exchange Act of 1934.

Total includes 761 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account - estimated number of shares  
(2) based upon equivalent value of units held. Total also includes 8,359 Restricted Stock Units, 5,711 of which are subject to future vesting, and 4,800 Performance Share Units, all of which are subject to future vesting.

(3) not applicable

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- (4) In addition to the reported options in Table II, the reporting person holds options to acquire 61,781 common shares as follows: 5,181 non-qualified stock options (NQSO) exercisable 9/25/04 at \$20.75 expiring 9/25/11; 10,000 NQSO exercisable 9/24/05 at \$27.56 exp. 9/24/12; 10,000 NQSO exercisable 09/23/06 at \$29.30 exp. 09/24/13; 9,000 NQSO exercisable 10/19/07 at \$27.67 exp. 10/19/14; 10,000 NQSO exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 17,600 NQSO 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 is insufficient, *see* Instruction 6 for procedure.

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