WD 40 CO Form 4 October 14, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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

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(Print or Type Responses)

1. Name and Address of Reporting Person ** RIDGE GARRY O			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	WD 40 CO [WDFC] 3. Date of Earliest Transaction	(Check all applicable)			
1061 CUDAHY PLACE			(Month/Day/Year) 10/12/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specification) President & CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN DIEGO, CA 92110				Form filed by More than One Reporting Person			
SAN DIEGO, C	(Street)	(7in)	4. If Amendment, Date Original	below) President & CEO 6. Individual or Joint/Group Filing(Checonomy) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed (of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	l (A) of (D) 4 and (A) or)) 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)
Common Stock	10/12/2015		Code V A	Amount 4,418 (1)	(D)	Price (1)	82,434.494	D	
Common Stock	10/12/2015		A	4,418 (2)	A	<u>(2)</u>	86,852.494	D	
Common Stock	10/12/2015		A	6,373 (3)	A	<u>(3)</u>	93,225.494 (4)	D	
Common Stock							12,400.432	I	By Spouse (5)

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

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SEC 1474 (9-02)

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.			
									mount		
						Date	Expiration	Or T:41- N			
					Exercisable	Date	Title Number				
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			Si	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

RIDGE GARRY O 1061 CUDAHY PLACE

X President & CEO

SAN DIEGO, CA 92110

Signatures

Richard T. Clampitt, attorney-in-fact for Garry O. 10/14/2015 Ridge

> **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).
- 4,418 Restricted Stock Units (Common Stock equivalents) were granted pursuant to the WD-40 Company 2007 Stock Incentive Plan. The Restricted Stock Units (RSUs) will be settled solely with Issuer Common Stock upon an annual vesting schedule as provided for in the Award Agreement for the RSUs as follows: 34% not later than November 15, 2016, 33% not later than November 15, 2017, and 33% not later than November 15, 2018.
- 4,418 Market Share Units (Common Stock equivalents) were granted pursuant to the 2007 Stock Incentive Plan. The Market Share Units (2) (MSUs) will be settled solely with Issuer Common Stock upon performance vesting as provided for in the Award Agreement for the MSUs following a 3-year performance measurement period.
- Acquisition of Market Share Units (Common Stock equivalents) upon certified performance vesting of Market Share Units (MSUs) (3) awarded to the reporting person on October 25, 2012. A total of 12,746 vested shares will be issued to the reporting person pursuant to the MSU Award Agreement, subject to withholding for taxes.

Reporting Owners 2

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- Total includes 1,210.494 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 20,186
- (4) Restricted Stock Units, of which 14,302 are subject to future vesting and 26,500 Market Share Units, of which 13,754 are subject to future vesting.
- (5) 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.