

REMBOLT JAY
Form 4
September 28, 2009

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 *
REMBOLT JAY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Principal Accounting Officer

1061 CUDAHY PLACE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

SAN DIEGO, CA 92110

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	09/25/2009		M	3,000 A	\$ 23.5	12,756 ⁽¹⁾	D
Common Stock	09/25/2009		S	3,000 D	\$ 28.203	9,756 ⁽¹⁾	D

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares
Incentive Stock Option	\$ 23.5	09/25/2009		M	3,000	09/28/2000 09/28/2009	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REMBOLT JAY 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Principal Accounting Officer	

Signatures

Jay Rembolt 09/28/2009
 **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) Total includes 4206 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account; estimated number of shares based upon equivalent value of units held. Also includes 5250 restricted stock units.
 ISO 4000 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; ISO 3500 shares exercisable 06/05/02 at \$19.65 exp. 06/05/11; ISO 1504 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; Non Qualified Stock Options (NQSO) 3496 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; NQSO 5000 shares (1700 exercisable 09/24/03; 1650 exercisable 09/24/04; 1650 exercisable 09/24/05) at \$27.56 exp. 09/24/12; NQSO 5000 shares (1700 exercisable 09/23/04; 1650 exercisable 09/23/05; 1650 exercisable 09/23/06) at \$29.30 exp. 09/24/13; NQSO 5000 shares (1700 exercisable 10/19/05; 1650 exercisable 10/19/06; 1650 exercisable 10/19/07) at \$27.67 exp. 10/19/14. NQSO 5000 shares (1700 exercisable 10/18/06; 1650 exercisable 10/18/07; 1650 exercisable 10/18/08) at \$27.27 exp. 10/18/15.
 In addition to the options listed in the above footnote: NQSO 5000 shares (1700 exercisable 10/17/07, 1650 exercisable 10/17/08, 1650 exercisable 10/17/09) at \$35.99 exp. 10/17/16; NQSO 6160 (2094 exercisable 10/16/08; 2033 exercisable 10/16/09; 2033 exercisable 10/16/10) at \$36.03 exp. 10/16/17.
- (3)

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.