WD 40 CO Form 4 October 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

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(b).

Common

Stock

10/23/2015

(Print or Type Responses)

1. Name and A CLAMPITT	Symbol	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) (M	iddle) 3. Date of	Earliest Tra	ansaction	((France)				
WD-40 COM	`	(Month/Day/Year) 10/23/2015			Director 10% Owner X Officer (give title Other (specify below) VP, General Counsel					
	(Street)	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
SAN DIEGO	O, CA 92110	Filed(Mon	Filed(Month/Day/Year)			Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	Zip) Table	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

Code V Amount

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)

Reported

 $5,100^{(2)}$

Transaction(s) (Instr. 3 and 4)

D

(A)

(D)

271 (1) D

Price

(1)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title Nu	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CLAMPITT RICHARD T **WD-40 COMPANY** 1061 CUDAHY PLACE SAN DIEGO, CA 92110

VP, General Counsel

Signatures

Richard T. 10/27/2015 Clampitt

**Signature of Date Reporting Person

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).
- Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreements in satisfaction of tax withholding obligation upon settlement of 729 RSUs (Common Stock equivalents).
- Total includes 1,762 Restricted Stock Units, all of which are subject to future vesting and 1,585 Market Share Units, all of which are subject to future vesting.

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.

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