WD 40 CO Form 4 February 01, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

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

Stock

(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	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
1061 CUDAHY PLACE			01/29/2016	_X_ Officer (give title Other (specify below) Vice President Finance & CFO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN DIEGO, O	CA 92110		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y 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)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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	01/29/2016		M	1,000	A	\$ 35.99	32,347.4	D	
Common	01/29/2016		S	637	D	\$ 100.02	32,710.4 <u>(1)</u>	D	

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

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100.02

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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. Transactic Code (Instr. 8)	5. Number on f 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-qualified Stock Option (NQSO)	\$ 35.99	01/29/2016		M	1,000	10/17/2009	10/17/2016	Common Stock	1,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REMBOLT JAY 1061 CUDAHY PLACE SAN DIEGO, CA 92110

Vice President Finance & CFO

Signatures

Richard T. Clampitt as attorney-in-fact for Jay W. Rembolt

02/01/2016

**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 6,127.40 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 2,009 Restricted Stock Units, all of which are subject to future vesting, and 3,150 Market Share Units, all of which are subject to future vesting.
- (2) Not applicable.
- (3) The reporting person also holds options to acquire common shares of 6,160 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. 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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