

WD 40 CO  
Form 144  
April 26, 2006

SECURITIES AND EXCHANGE COMMISSION  
Form C. 20549

PROPOSED SALE OF SECURITIES  
FORM 144 UNDER THE SECURITIES ACT OF 1933

Submit for filing 3 copies of this form concurrently with either placing an order with a broker to execute or executing a sale directly with a market maker.

SELLER (Please type or print)					(b) I.R.S. IDENT. NO. 95-1797918	(c) S.E.C. FILE NO. 000-06936
-------------------------------	--	--	--	--	-------------------------------------	----------------------------------

SELLER	STREET	CITY	STATE	ZIP CODE
	Cudahy Place	San Diego	CA	92110

BUYER OR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) I.R.S. IDENT. NO. N/A	(c) RELATIONSHIP TO ISSUER Exec. Officer	(d) ADDRESS STREET Brick Close, Kiln Farm	CITY Keynes
--	------------------------------	---	--	----------------

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and address of Each Broker through whom the Securities are to be Offered to Each Market Maker Who is acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of shares or other Units To be sold (see instr.3(c))	(d) Aggregate Market Value (see instr.3(d))	(e) Number of shares Or other units Outstanding (see instr.3(e))	(f) Approximate Date of sale (see instr.3(f)) (Mo. Day Yr.)	(g) Name of Each Securities Exchange (see instr.3(g))
Common Stock	Computershare Securities Corp. 2 North LaSalle Street Chicago, IL 60602  Broadcast Correspondent Clearing Division Merrill, Lynch, Pierce,		15,000	\$480,000 (1)	16,796,332	4/24/06 (2)	NASDAQ

Fenner & Smith Incorporated 101 Hudson Street, 7th Floor Jersey City, New Jersey 07302						
--	--	--	--	--	--	--

**INSTRUCTIONS:**

1. (a) Name of issuer.  
(b) Issuer's IRS Identification Number.  
(c) Issuer's SEC file number, if any.  
  
(d) Issuer's address, including zip code.  
  
(e) Issuer's telephone number, including area code.
2. (a) Name of person for whose account the securities are to be sold.  
(b) Such person's or I.R.S. Identification number, if such a person is an entity.  
(c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing).  
(d) Such person's address, including zip code.
3. (a) Title of the class of securities to be sold.  
(b) Name and address of each broker through whom the securities are intended to be sold.  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount).  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer.  
(f) Approximate date on which the securities are to be sold.  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold.

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 control number.

**TABLE I--SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the Payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person From Whom Acquired <i>(If Gift, Also Give Date Donor Acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	4/24/06 (2)	Exercise of non-qualified stock option	WD-40 Company	15,000	04/24/06 (2)	Sale Proceeds (2)

INSTRUCTIONS: 1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II--SECURITIES SOLD DURING THE PAST THREE MONTHS**

*Furnish The Following Information as to All Securities of The Issuer Sold During The Past Three Months By The Person For Whose Account The Securities Are To Be Sold.*

Name and Address of Seller	Title of Securities To Be Sold.	Date of Sale	Gross Proceeds
----------------------------	---------------------------------	--------------	----------------

Edgar Filing: WD 40 CO - Form 144

			Amount of Securities Sold	
N/A				

**REMARKS:**

- (1) Estimated based on the fair market value at market close on 4/21/06 of \$32.00/share.
- (2) These control securities, registered on Form S-8 dated 7/15/04, will be acquired upon exercise of a non-qualified stock option on the date of sale in a cashless stock option exercise transaction processed by Computershare Investor Services, LLC, the Issuer’s stock option plan administrator.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.*

4/24/06

/s/ Maria M. Mitchell as Attorney in Fact for William B. Noble

DATE OF NOTICE

(SIGNATURE)

*The notice shall be signed by the persons for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: INTERNATIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).**