

WD 40 CO  
Form 4  
August 08, 2007

**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 \*  
**FREEMAN MICHAEL L**

(Last) (First) (Middle)  
  
1061 CUDAHY PLACE  
  
(Street)

SAN DIEGO, CA 92110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**08/06/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Division President, Americas

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

**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)
			Code	V	Amount or Price		
Common Stock	08/06/2007		M <sup>(3)</sup>		9,000 A \$ 23.5	19,533 <sup>(1)</sup>	D
Common Stock	08/06/2007		S <sup>(3)</sup>		9,000 D \$ 35.3138	10,533 <sup>(1)</sup>	D
Common Stock	08/07/2007		M <sup>(3)</sup>		1,997 A \$ 23.063	12,530 <sup>(1)</sup>	D
Common Stock	08/06/2007		S <sup>(3)</sup>		1,997 D \$ 35.3216	10,533 <sup>(1)</sup>	D
Common Stock	08/06/2007		M <sup>(3)</sup>		916 A \$ 23.5	11,449 <sup>(1)</sup>	D

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Common Stock 08/06/2007 S<sup>(3)</sup> 916 D \$ 35.3216 10,533 <sup>(1)</sup> D

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

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(9-02)

**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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Non Qualified Stock Option	\$ 23.5	08/06/2007		M <sup>(3)</sup>	9,000	09/28/2000 09/28/2009	Common Stock	9,000	
Incentive Stock Option	\$ 23.063	08/07/2007		M <sup>(3)</sup>	1,997	09/29/1999 09/29/2008	Common Stock	1,997	
Non Qualified Stock Option	\$ 23.5	08/07/2007		M <sup>(3)</sup>	916	09/28/2000 09/28/2009	Common Stock	916	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEMAN MICHAEL L 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Division President, Americas	

## Signatures

Michael L.  
Freeman

08/08/2007

    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 1777 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account; estimated number of shares based upon equivalent value of units held.  
  
NQSO 5181 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; ISO 4819 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; NQSO 10000 shares (3400 exercisable 09/24/03; 3300 exercisable 09/24/04; 3300 exercisable 09/24/05) at \$27.56 exp. 09/24/12; NQSO 10000 shares (3400 exercisable 09/23/04; 3300 exercisable 09/23/05; 3300 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 9000 shares at \$27.27 (3060 exercisable 10/18/06, 2970 exercisable 10/18/07, 2970 exercisable 10/18/08) exp. 10/18/15; NQSO 10000 shares (3400 exercisable 10/17/07, 3300 exercisable 10/17/08, 3300 exercisable 10/17/09) at \$35.99 exp. 10/17/16. Correct as of last transaction reported on this form.
- (3) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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