FREEMAN MICHAEL L

Form 4/A

December 09, 2009

FORM 4

Check this box

if no longer

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

SECURITIES

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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).

(Print or Type Responses)

See Instruction

_	2. Issuer Name and Ticker or Trading Symbol WD 40 CO [WDFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) below) Division President, Americas			
(Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year) 10/16/2009				
	4. If Amendment, Date Original Filed(Month/Day/Year) 10/23/2009	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	10,20,200	Form filed by More than One Reporting Person			
	rting Person *L (Middle)	Symbol WD 40 CO [WDFC] (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10/16/2009 4. If Amendment, Date Original Filed(Month/Day/Year) 10/23/2009			

(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)	Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) or			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	10/16/2009(1)		Code V $M_{\underline{(1)}}$	Amount 5,181	(D)	\$ 20.75	25,175	D	
Common Stock	10/16/2009(1)		S(1)	5,181	D	\$ 32.2921	19,994	D	
Common Stock	10/19/2009		D(2)	639 (2)	D	\$ 33.05	19,355	D	
Common Stock	10/21/2009(1)		M(1)	4,819	A	\$ 20.75	24,174	D	
Common Stock	10/21/2009(1)		S(1)	4,819	D	\$ 34	19,355 (3)	D	

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

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number omf 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 20.75	10/16/2009(1)		M(1)		5,181	09/25/2002	09/25/2011	Common Stock	5,181
Incentive Stock Option	\$ 20.75	10/21/2009(1)		M <u>(1)</u>		4,819	09/25/2002	09/25/2011	Common Stock	4,819

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

Maria M. Mitchell as attorney-in-fact for Michael L. Freeman 12/09/2009

**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) Transaction pusuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.

(2)

Reporting Owners 2

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Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreement in satisfaction of tax withholding obligation upon vesting of 1,785 RSUs (Common Stock equivalents)

- (3) Total includes 2,017 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account; estimated number of shares based upon equivalent value of units held. Total also includes 7436 Restricted Stock Units.
 - 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
- (4) \$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. NQSO 12700 shares 4318 exercisable 10/16/08, 4191 exercisable 10/16/09, 4191 exercisable 10/16/10) at \$36.03 exp. 10/16/17. Correct as of last transaction reported on this form.

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.