NOBLE WILLIAM B

Form 4 April 07, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES 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

(Print or Type Responses)

1. Name and Address of Reporting Person * NOBLE WILLIAM B

BRICK CLOSE, KIIN FARM

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Last)

(First) (Middle) WD 40 CO [WDFC]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year)

Director _X__ Officer (give title

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

04/05/2011

below)

below) Managing Director, Europe

Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILTON KEYNES, X0 MK1 13LJ

(Street)

(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)	3. Transaction Code (Instr. 8)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/05/2011(1)		M <u>(1)</u>	203	A	\$ 27.67	17,608	D	
Common Stock	04/05/2011(1)		S(1)	203	D	\$ 43.4	17,405	D	
Common Stock	04/06/2011(1)		M(1)	1,797	A	\$ 27.67	19,202	D	
Common Stock	04/06/2011(1)		S(1)	1,797	D	\$ 43.4	17,405	D	
Common Stock	04/06/2011(1)		M(1)	3,153	A	\$ 27.67	20,558	D	

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Common Stock $04/06/2011_{\underline{(1)}}$ $S_{\underline{(1)}}$ 3,153 D \$43.9 17,405 $\underline{(2)}$ D

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

Persons who 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.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
Non-qualified Stock Option	\$ 27.67	04/05/2011(1)		M(1)	203	10/19/2007	10/19/2014	Common Stock	20
Non-qualified Stock Option	\$ 27.67	04/06/2011(1)		M <u>(1)</u>	4,950	10/19/2007	10/19/2014	Common Stock	4,9:

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NOBLE WILLIAM B BRICK CLOSE KIIN FARM MILTON KEYNES, X0 MK1 13LJ

Managing Director, Europe

Signatures

Maria M. Mitchell as attorney-in-fact for William B.
Noble
04/07/2011

**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).

Reporting Owners 2

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- (1) Transaction pusuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.
- (2) Total includes 8,359 Restricted Stock Units, 4,388 of which are subject to future vesting, and 4,800 Performance Share Units, all of which are subject to future vesting.
- (3) Not applicable.
 - In addition to the reported options, the reporting person holds options to acquire 40,000 common shares as follows: 10,000 NQSO
- (4) exercisable 09/23/06 at \$29.30 exp. 09/24/13; 10,000 NQSO exercisable 10/17/09 at \$35.99 exp. 10/17/16; and 20,000 NQSO 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.