

HOLDSWORTH GEOFFREY  
Form 4  
August 31, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**HOLDSWORTH GEOFFREY**

(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)  
**08/29/2006**

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)  
**Managing Director AsiaPacific**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 08/29/2006                           |                                                    | M <sup>(1)</sup>               |                                                                   | 10,000                                                                                        | A                                                        | \$ 23.5                           |
| Common Stock                    | 08/29/2006                           |                                                    | S <sup>(1)</sup>               |                                                                   | 10,000                                                                                        | D                                                        | \$ 34.907                         |
| Common Stock                    | 08/29/2006                           |                                                    | M <sup>(1)</sup>               |                                                                   | 15,000                                                                                        | A                                                        | \$ 20.813                         |
| Common Stock                    | 08/29/2006                           |                                                    | S <sup>(1)</sup>               |                                                                   | 15,000                                                                                        | D                                                        | \$ 34.909                         |

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. 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Non Qualified Stock Option                 | \$ 23.5                                                | 08/29/2006                           |                                                    | M <sup>(1)</sup>               | 10,000                                                                                  | 09/28/2002 09/28/2009                                    | Common Stock                                                  | 10,000                     |
| Non Qualified Stock Option                 | \$ 20.813                                              | 08/29/2006                           |                                                    | M <sup>(1)</sup>               | 15,000                                                                                  | 09/26/2001 09/26/2010                                    | Common Stock                                                  | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                               |       |
|-----------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                       | Other |
| HOLDSWORTH GEOFFREY<br>1061 CUDAHY PLACE<br>SAN DIEGO, CA 92110 |               |           | Managing Director AsiaPacific |       |

## Signatures

Maria Mitchell As Attorney-In-Fact for Geoffrey Holdsworth 08/31/2006

\_\_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 pursuant to trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) Incentive Stock Option (ISO) to buy 6000 shares exercisable 01/01/00 \$31.75 expires 9/22/07; NQSO to buy 10000 shares exercisable 9/24/03 at \$27.56 expires 09/24/12; NQSO 10000 shares (3400 exercisable 9/23/04, 3300 exercisable 9/23/05, 3300 exercisable 9/23/06) at \$29.30 expires 9/24/13; NQSO 10000 shares (3400 exercisable 10/19/05, 3300 exercisable 10/19/06, 3300 exercisable 10/19/07) at

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\$27.67 exp. 10/19/14. NQSO 7000 shares (2380 exercisable 10/18/06, 2310 exercisable 10/18/07, 2310 exercisable 10/18/08) at \$27.27 exp. 10/19/15.

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.