

MILNER GRAHAM P  
Form 4/A  
December 09, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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**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 \*  
MILNER GRAHAM P

(Last) (First) (Middle)  
228 WINTERHAWK LANE  
(Street)

ENCINITAS, CA 92024

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/19/2009

4. If Amendment, Date Original Filed(Month/Day/Year)  
10/21/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
				(A) or (D)	Price		
Common Stock	10/19/2009		S	501	D \$ 32.72	27,644	D
Common Stock	10/19/2009		S	99	D \$ 32.71	27,545	D
Common Stock	10/19/2009		S	200	D \$ 32.69	27,345	D
Common Stock	10/19/2009		S	100	D \$ 32.66	27,245	D
Common Stock	10/19/2009		S	1,600	D \$ 32.62	25,645	D

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Common Stock	10/19/2009	S	800	D	\$ 32.59	24,845	D
Common Stock	10/19/2009	S	100	D	\$ 32.58	24,745	D
Common Stock	10/19/2009	S	400	D	\$ 32.56	24,345	D
Common Stock	10/19/2009	S	300	D	\$ 32.53	24,045	D
Common Stock	10/19/2009	S	700	D	\$ 32.52	23,345	D
Common Stock	10/19/2009	S	400	D	\$ 32.5	22,945	D
Common Stock	10/19/2009	S	900	D	\$ 32.48	22,045	D
Common Stock	10/19/2009	S	100	D	\$ 32.44	21,945	D
Common Stock	10/19/2009	S	200	D	\$ 32.43	21,745	D
Common Stock	10/19/2009	S	200	D	\$ 32.42	21,545	D
Common Stock	10/19/2009	S	100	D	\$ 32.31	21,445	D
Common Stock	10/19/2009	S	3,100	D	\$ 32.29	18,345	D
Common Stock	10/19/2009	S	200	D	\$ 32.28	18,145	D
Common Stock	10/19/2009	<u>D</u> <sup>(1)</sup>	639 <sup>(1)</sup>	D	\$ 33.05	17,506 <sup>(2)</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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships		
Director	10% Owner	Officer	Other
MILNER GRAHAM P 228 WINTERHAWK LANE ENCINITAS, CA 92024		Executive Vice President	

## Signatures

Maria M. Mitchell as attorney-in-fact for Graham P Milner	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) 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)
  - (2) Total includes 1,460 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 7,436 Restricted Stock Units.

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