

WD 40 CO
Form 4/A
October 15, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

BRICK CLOSE, KIIN FARM

(Street)

MILTON KEYNES, X0 MK1 13LJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WD 40 CO [WDFC]

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

09/18/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/18/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Managing Director, Europe

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)
Common Stock	09/18/2008 ⁽¹⁾		M	4,800 A	\$ 27.67 10,271 ⁽²⁾	D	
Common Stock	09/18/2008 ⁽¹⁾		S	4,800 D	\$ 38.5 5,471 ⁽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
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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 (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 Security (Instr. 3 and 4)
Non-qualified Stock Option	\$ 27.67	09/18/2008 ⁽¹⁾		M	4,800	10/19/2005 10/19/2014	Common Stock 4,800

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

William B. Noble 10/14/2008

__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) Amendment filed to correct number of derivative securities held in Table II.

(2) Total includes 3971 Restricted Stock Units.

(3) 5,200 Non Qualified Stock Options (NQSO) to acquire common shares are exercisable at 10/19/07. In addition to the reported options, the reporting person holds options to acquire 49600 common shares as follows: 600 NQSO exercisable 9/24/03 at \$27.56 expiring 09/24/12; 10000 NQSO exercisable 09/23/06 at \$29.30 exp. 09/24/13; 9000 NQSO shares (3060 exercisable 10/18/06; 2970 exercisable 10/18/07; 2970 exercisable 10/18/08) at \$27.27 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 20000 shares (6800 exercisable 10/16/08, 6600 exercisable 10/16/09, 6600 exercisable 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.