WD 40 CO Form 4 October 29, 2013

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Mitchell Maria

(Last)

(City)

1.Title of

Security

(Instr. 3)

Common

Stock

(First)

(Middle)

(Zip)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

1061 CUDAHY PLACE

(Street)

(State)

10/25/2013

SAN DIEGO, CA 92110

2. Issuer Name and Ticker or Trading

Symbol WD 40 CO [WDFC]

3. Date of Earliest Transaction

(Month/Day/Year)

10/25/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities

> TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Beneficially Owned Following (A)

Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Director

Applicable Line)

X_ Officer (give title

or (Instr. 3 and 4) Code V Amount (D) Price

D 580 (1) D (1) 13,851.203 (2) D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

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

(Check all applicable)

below) VP, Corporate Secretary

Form: Direct

Indirect (I)

(Instr. 4)

(D) or

10% Owner

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

(9-02)

Other (specify

Estimated average

burden hours per

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired	cquired					Follo
	·				(A) or						Repo
					Disposed						Trans
		of (D)								(Instr	
				(Instr. 3,							Ì
			4, and 5)								
									Amount		
						Date Exercisable	Expiration Date		or		
								Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mitchell Maria 1061 CUDAHY PLACE SAN DIEGO, CA 92110

VP, Corporate Secretary

Signatures

Maria M. 10/29/2013 Mitchell

**Signature of Date Reporting Person

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).
- Shares withheld pursuant to mandatory provisions of Restricted Stock Unit (RSU) Award Agreements in satisfaction of tax withholding **(1)** obligation upon settlement of 1,556 RSUs (Common Stock equivalents).
- Total includes 633.180 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 848 **(2)** Restricted Stock Units, all of which are subject to future vesting and 626 Market Share Units, all of which are subject to future vesting.

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.

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