

REMBOLT JAY

Form 4

October 11, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**REMBOLT JAY**

(Last) (First) (Middle)

**9715 BUSINESSPARK AVENUE**

(Street)

**SAN DIEGO, CA 92131**

(City) (State) (Zip)

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

**WD 40 CO [WDFC]**

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

**10/09/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Vice President Finance & CFO

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)
Common Stock	10/09/2017		M	1,160 A	\$ 36.03	38,631.265	D
Common Stock	10/09/2017		S	676 D	\$ 112.6	37,955.265	D
Common Stock	10/09/2017		A	798 <sup>(1)</sup> A	<u>(1)</u>	38,753.265	D
Common Stock	10/09/2017		A	1,099 <sup>(2)</sup> A	<u>(2)</u>	39,852.265 <sup>(3)</sup>	D

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option NQSO	\$ 36.03	10/09/2017		M	1,160	10/16/2010 10/16/2017	Common Stock	1,160

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REMBOLT JAY 9715 BUSINESSPARK AVENUE SAN DIEGO, CA 92131	Vice President Finance & CFO

## Signatures

Richard T. Clappitt, attorney-in-fact for Jay  
Rembolt 10/11/2017

\_\_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) Restricted Stock Units (Common Stock equivalents) were granted pursuant to the WD-40 Company 2016 Stock Incentive Plan. The Restricted Stock Units (RSUs) will be settled solely with Issuer Common Stock upon an annual vesting schedule as provided for in the Award Agreement for the RSUs as follows: 34% not later than November 15, 2018, 33% not later than November 15, 2019, and 33% not later than November 15, 2020.

(2) Acquisition of additional vested Market Share Units (Common Stock equivalents) upon certified performance vesting of Market Share Units (MSUs) awarded to the reporting person on October 13, 2014. Vested MSUs will be settled solely with Issuer Common Stock not later than November 15, 2017.

(3)

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Total includes 6,284,265 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 2,540 RSUs, all of which are subject to future vesting, 909 MSUs (target number) awarded to the reporting person in 2015, all of which are subject to future vesting, 2,198 vested MSUs, and 310 vested Deferred Performance Units (Common Stock equivalents). MSUs (which are performance-based equity awards) that were granted to the reporting person on October 11, 2016 and October 9, 2017 are not reported herein as beneficially owned Common Stock equivalents.

**(4)** Not Applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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