

WD 40 CO
Form 4
July 29, 2005

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 *
FREEMAN MICHAEL L

(Last) (First) (Middle)
405 SANDALWOOD COURT
(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)
07/27/2005

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)

Division President, Americas

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 07/27/2005 | | M | | 1,000 | A | \$ 21.1875 |
| Common Stock | 07/27/2005 | | S | | 1,000 | D | \$ 28.832 |

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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option | \$ 21.1875 | 07/27/2005 | | M | 1,000 | 01/01/1997 09/25/2005 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FREEMAN MICHAEL L 405 SANDALWOOD COURT ENCINITAS, CA 92024 | | | Division President, Americas | |

Signatures

Maria Mitchell as attorney-in-fact for Michael L. Freeman
Date: 07/29/2005

__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) Total includes 1827 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account; estimated number of shares based upon equivalent value of units held.
ISO 5000 shares exercisable 01/01/98 at \$23.00 exp. 09/23/06; ISO 6000 shares exercisable 01/01/00 at \$31.75 exp. 09/22/07; ISO 6000 shares exercisable 01/01/01 at \$23.063 exp. 09/29/08; Non Qualified Stock Option (NQSO) 10000 shares exercisable 09/28/00 at \$23.50 exp. 09/28/09; ISO 2406 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; NQSO 17594 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; NQSO 5181 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; ISO 4819 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; NQSO 10000 shares (3400 exercisable 09/24/03; 3300 exercisable 09/24/04; 3300 exercisable 09/24/05) at \$27.56 exp. 09/24/12; NQSO 10000 shares (3400 exercisable 09/23/04; 3300 exercisable 09/23/05; 3300 exercisable 09/23/06) at \$29.30 exp. 09/24/13; NQSO 5000 shares (1700 exercisable 10/19/05, 1650 exercisable 10/19/06, 1650 exercisable 10/19/07) at \$27.67 exp. 10/19/14.

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.