

CRIVELLO MARIO L
Form 4
November 16, 2012

FORM 4

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

OMB APPROVAL

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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 *
CRIVELLO MARIO L

(Last) (First) (Middle)
14393 ENGELMANN LANE
(Street)

VALLEY CENTER, CA 92082

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/14/2012		M ⁽¹⁾	2,500 A \$ 29.11	113,133	D	
Common Stock	11/14/2012		S ⁽¹⁾	2,500 D \$ 46.4202 ⁽²⁾	110,633	D	
Common Stock	11/14/2012		M ⁽¹⁾	2,500 A \$ 27.87	113,133	D	
Common Stock	11/14/2012		S ⁽¹⁾	2,500 D \$ 46.4202 ⁽²⁾	110,633	D	
Common Stock	11/14/2012		M ⁽¹⁾	2,500 A \$ 32.78	113,133	D	

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Stock

Common Stock	11/14/2012	<u>S</u> ⁽¹⁾	2,500	D	\$ 46.4202 <u>(2)</u>	110,633	D	
Common Stock	11/15/2012	<u>M</u> ⁽¹⁾	1,000	A	\$ 27.87	111,633	D	
Common Stock	11/15/2012	<u>S</u> ⁽¹⁾	1,000	D	\$ 45.266 <u>(3)</u>	110,633	D	
Common Stock	11/15/2012	<u>M</u> ⁽¹⁾	1,300	A	\$ 27.87	111,933 <u>(4)</u>	D	
Common Stock	11/15/2012	<u>S</u> ⁽¹⁾	1,300	D	\$ 45.266 <u>(3)</u>	110,633	D <u>(4)</u>	
Common Stock						678,169 <u>(5)</u>	I	As Trustee

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (NQSO)	\$ 29.11	11/14/2012 ⁽¹⁾		<u>M</u> ⁽¹⁾	2,500	12/14/2007 12/14/2014	Common Stock	2,500
Non-Qualified Stock Option (NQSO)	\$ 27.87	11/14/2012 ⁽¹⁾		<u>M</u> ⁽¹⁾	2,500	12/13/2008 12/13/2015	Common Stock	2,500
Non-Qualified Stock Option (NQSO)	\$ 32.78	11/14/2012 ⁽¹⁾		<u>M</u> ⁽¹⁾	2,500	12/12/2009 12/12/2016	Common Stock	2,500

Non-Qualified Stock Option (NQSO)	\$ 27.87	11/15/2012 ⁽¹⁾	M ⁽¹⁾	1,000	12/13/2008	12/13/2015	Common Stock	1,0
Non-Qualified Stock Option (NQSO)	\$ 32.78	11/15/2012 ⁽¹⁾	M ⁽¹⁾	1,300	12/12/2009	12/12/2016	Common Stock	1,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRIVELLO MARIO L 14393 ENGELMANN LANE VALLEY CENTER, CA 92082		X		

Signatures

Maria M. Mitchell as attorney in fact for Mario L.
Crivello

11/16/2012

__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) Transaction pursuant to trading plan adopted pursuant to Rule 10b5-1 under Securities Exchange Act of 1934.
- (2) Average price for multiple sales at prices ranging from \$46.00 to \$46.85 per share.
- (3) Average price for multiple sales at prices ranging from \$45.12 to \$45.67 per share.
- (4) Total includes 5,081 Restricted Stock Units (Common Stock equivalents)
- (5) The reporting person has sole voting and investment power over shares held in trust for the benefit of his mother and remainder beneficiaries.
- (6) Not applicable.
- (7) In addition to the reported options, the reporting person holds options to acquire 2,000 common shares (NQSO) exercisable 12/16/06 at \$34.74 exp. 12/16/13.

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.