

REMBOLT JAY
Form 4
October 23, 2006

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 *
REMBOLT JAY

(Last) (First) (Middle)
1061 CUDAHY PLACE
(Street)

SAN DIEGO, CA 92110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2006

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)

Principal Accounting Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 35.99	10/17/2006			A		5,000		10/17/2007 ⁽¹⁾	10/17/2016	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REMBOLT JAY 1061 CUDAHY PLACE SAN DIEGO, CA 92110			Principal Accounting Officer	

Signatures

Jay Rembolt	10/23/2006
**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) 1700 exercisable 10/17/07; 1650 exercisable 10/17/08; 1650 exercisable 10/17/09.
 Incentive Stock Option (ISO) 2400 shares exercisable 09/29/99 at \$23.06 exp. 09/29/08; ISO 3000 shares exercisable 09/28/00 at \$23.50 exp. 09/28/09; ISO 4000 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; ISO 3500 shares exercisable 06/05/02 at \$19.65 exp. 06/05/11; ISO 1504 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; Non Qualified Stock Options (NQSO) 3496 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; NQSO 5000 shares (1700 exercisable 09/24/03; 1650 exercisable 09/24/04; 1650 exercisable 09/24/05) at \$27.56 exp. 09/24/12; NQSO 5000 shares (1700 exercisable 09/23/04; 1650 exercisable 09/23/05; 1650 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. NQSO 5000 shares (1700 exercisable 10/18/06; 1650 exercisable 10/18/07; 1650 exercisable 10/18/08) at \$27.27 exp. 10/18/15.
- (3) In addition to the options listed in the above footnote: NQSO 5000 shares (1700 exercisable 10/17/07, 1650 exercisable 10/17/08, 1650 exercisable 10/17/09) at \$35.99.

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.