

WD 40 CO
Form 4
October 12, 2016

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 *
NOBLE WILLIAM B

(Last) (First) (Middle)

BRICK CLOSE, KIIN FARM

(Street)

MILTON KEYNES, X0 MK1 13LJ

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/10/2016

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)

Managing Director, Europe

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	10/11/2016		A		492 ⁽¹⁾ A <u>(1)</u> 11,834	D	
Common Stock	10/10/2016		A		838 ⁽²⁾ A <u>(2)</u> 12,672	D	
Common Stock	10/10/2016		A		280 ⁽³⁾ A <u>(3)</u> 12,952 ⁽⁴⁾	D	

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

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Total includes 5,840 RSUs, of which 3,971 are subject to future vesting, and 1,377 MSUs (target number) awarded to the reporting person in 2014 and 2015. MSUs and DPUs (which are performance-based equity awards) that were granted to the reporting person on October 11, 2016 are not reported herein as beneficially owned common stock equivalents.

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