

WD 40 CO

Form 4

October 14, 2015

**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 \*  
**FREEMAN MICHAEL L**

(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)  
**10/12/2015**

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) below)

Division President, Americas

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)
Common Stock	10/12/2015		A	909 <sup>(1)</sup>	A <u>(1)</u>	30,163.344	D
Common Stock	10/12/2015		A	909 <sup>(2)</sup>	A <u>(2)</u>	31,072.344	D
Common Stock	10/12/2015		A	1,593 <sup>(3)</sup>	A <u>(3)</u>	32,665.344 <sup>(4)</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)

number.

**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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FREEMAN MICHAEL L 1061 CUDAHY PLACE SAN DIEGO, CA 92110	Division President, Americas

## Signatures

Richard T. Clampitt, attorney-in-fact for Michael F.  
Freeman

10/14/2015

\_\_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) 909 Restricted Stock Units (Common Stock equivalents) were granted pursuant to the WD-40 Company 2007 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, 2016, 33% not later than November 15, 2017, and 33% not later than November 15, 2018.

(2) 909 Market Share Units (Common Stock equivalents) were granted pursuant to the 2007 Stock Incentive Plan. The Market Share Units (MSUs) will be settled solely with Issuer Common Stock upon performance vesting as provided for in the Award Agreement for the MSUs following a 3-year performance measurement period.

(3) Acquisition of Market Share Units (Common Stock equivalents) upon certified performance vesting of Market Share Units (MSUs) awarded to the reporting person on October 25, 2012. A total of 3,186 vested shares will be issued to the reporting person pursuant to the MSU Award Agreement, subject to withholding for taxes.

(4) Total includes 2,303,344 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account. Total also includes 7,256 Restricted Stock Units, of which 3,285 are subject to future vesting and 6,336 Market Share Units, of which 3,150 are subject to future vesting

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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