

CRIVELLO MARIO L
Form 5
October 26, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CRIVELLO MARIO L

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

14393 ENGELMANN LANE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/31/2011

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

VALLEY CENTER, CA 92082

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/10/2010	Â	A5	869 A	\$ 29.89 105,230 ⁽¹⁾ ₍₂₎	D	Â
Common Stock	02/10/2010	Â	G5	16,929 D	\$ 29.89 715,038 ⁽²⁾	I ⁽⁴⁾	As Trustee
Common Stock	02/09/2011	Â	A5	662 A	\$ 40.26 106,871 ⁽³⁾	D	Â
Common Stock	02/09/2011	Â	G5	12,909 D	\$ 40.26 702,129	I ⁽⁴⁾	As Trustee

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(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. Price of Derivative Security (Instr. 5)	9. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 10/26/2011

**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 2,949 Restricted Stock Units (Common Stock equivalents).
- (2) Shares beneficially owned as of August 31, 2010.
- (3) Total includes 3,928 Restricted Stock Units (Common Stock equivalents).
- (4) The reporting person has sole voting and investment power over shares held in trust for the benefit of his mother and remainder beneficiaries.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.