

MILNER GRAHAM P
 Form 4
 April 12, 2007

FORM 4

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

OMB APPROVAL

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 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 *
 MILNER GRAHAM P

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

5. Relationship of Reporting Person(s) to
 Issuer

(Last) (First) (Middle)
 228 WINTERHAWK LANE

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/10/2007

(Check all applicable)
 ___ Director
 Officer (give title below)
 ___ 10% Owner
 ___ Other (specify below)
 Executive Vice President

(Street)
 ENCINITAS, CA 92024

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting
 Person

(City) (State) (Zip)

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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	04/10/2007		M			6,000	A \$ 31.75	14,365 (1)	D
Common Stock	04/10/2007		S			6,000	D \$ 36.1902	8,365 (1)	D

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

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 (9-02)

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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)
Non Qualified Stock Option	\$ 31.75	04/10/2007		M	6,000	10/22/1998 10/22/2007	Common Stock \$ 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILNER GRAHAM P 228 WINTERHAWK LANE ENCINITAS, CA 92024			Executive Vice President	

Signatures

Graham P Milner 04/12/2007

**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 1301 shares held in WD-40 Company Profit Sharing Plan (Company Stock Fund) account; estimated number of shares based upon equivalent value of units held.
- Incentive Stock Option (ISO) 6000 shares exercisable 01/01/00 at \$31.75 exp. 09/22/07; ISO 6000 shares exercisable 01/01/01 at \$23.063 exp. 09/29/08; Non Qualified Stock Options (NQSO) 10000 shares exercisable 09/28/00 at \$23.50 exp. 09/28/09; NQSO 2104 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; ISO 15096 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; NQSO 5181 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; ISO 4819 shares exercisable 09/25/02 at \$20.75 exp. 09/25/11; NQSO 10000 shares exercisable 9/24/03 at \$27.56 exp. 09/24/12; NQSO 10000 shares (3400 exercisable 09/23/04; 3300 exercisable 09/23/05; 3300 exercisable 09/23/06) at \$29.30 exp. 09/24/13; NQSO 8000 shares (2720 exercisable 10/19/05; 2640 exercisable 10/19/06; 2640 exercisable 10/19/07) at \$27.67 exp. 10/19/14; NQSO 9000 shares (3060 exercisable 10/18/06, 2970 exercisable 10/18/07, 2970 exercisable 10/18/08) at \$27.27 exp. 10/18/15.

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.