

WD 40 CO
Form 4
October 20, 2005

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)
10/18/2005

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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 | \$ 27.27 | 10/18/2005 | A | 9,000 | | | | | 10/18/2006 ⁽¹⁾ | 10/18/2015 | Common Stock | 9,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NOBLE WILLIAM B BRICK CLOSE KIIN FARM MILTON KEYNES, X0 MK1 13LJ | | | Managing Director, Europe | |

Signatures

| | |
|--|------------|
| Maria M. Mitchell as Attorney in Fact for William B. Noble | 10/20/2005 |
| **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) 3060 exercisable 10/18/06, 2970 exercisable 10/18/07, 2970 exercisable 10/18/08.
Incentive Stock Option (ISO) 6000 shares exercisable 01/01/00 at \$31.75 exp. 09/22/07; Non Qualified Stock Option (NQSO) 10000 shares exercisable 09/28/00 at \$23.50 exp. 09/28/09; NQSO 20000 shares exercisable 09/26/01 at \$20.813 exp. 09/26/10; NQSO 100 shares exercisable 09/25/02 at \$20.75 exp. 09/26/11; 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 10000 shares (3400 exercisable 10/19/05; 3300 exercisable 10/19/06; 3300 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.