

WD 40 CO
Form 144
April 21, 2006

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| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 NOTICE OF PROPOSED SALE OF SECURITIES Pursuant to Rule 144 under the Securities Act of 1933 INSTRUCTIONS: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute the sale or executing a sale directly with a market maker. | OMB APPROVED OMB Number Expires: 31, 2006 Estimated average hours per response SEC USE ONLY DOCUMENT SEQUENCING CUSIP NUMBER |
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|--|-------------------------------------|----------------------------------|--------------------------------|
| NAME OF ISSUER (Please type or print) Company | (b) I.R.S. IDENT. NO. 95-1797918 | (c) S.E.C. FILE NO. 000-06936 | WORK LOCATION United States |
|--|-------------------------------------|----------------------------------|--------------------------------|

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|-----------------------------------|---------------------|------------|----------------|----------|---------------------------------------|
| ADDRESS OF ISSUER Cudahy Place | STREET San Diego | CITY CA | STATE 92110 | ZIP CODE | (e) TELEPHONE NO. AREA CODE 619 |
|-----------------------------------|---------------------|------------|----------------|----------|---------------------------------------|

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|---|--------------------------------------|---|---|-------------------|-------------|---------------|
| PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD D. Ridge | (b) I.R.S. IDENT. NO. 604-76-9948 | (c) RELATIONSHIP TO ISSUER Director, CEO | ADDRESS STREET CODE 1240 INDIA ST. #516 | CITY San Diego | STATE CA | ZIP CODE 9 |
|---|--------------------------------------|---|---|-------------------|-------------|---------------|

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number

| 3 (a) Title of the Class of Securities To Be Sold | (b) Name and address of Each Broker through whom the Securities are to be Offered to Each Market Maker Who is acquiring the Securities | SEC USE ONLY Broker-Dealer File Number | (c) Number of shares or other Units To be sold (see instr.3(c)) | (d) Aggregate Market Value (see instr.3(d)) | (e) Number of shares Or other units Outstanding (see instr.3(e)) | (f) Approximate Date of sale (see instr.3(f)) (Mo. Day Yr.) | (g) Name of Each Securities Exchange (see instr.3(g)) |
|---|---|---|---|--|--|---|---|
| Common Stock | Computershare Securities Corp. 2 North LaSalle Street Chicago, IL 60602 Broadcort Correspondent Clearing Division | | 20,000 | \$654,000 as of 4/18/06 | 16,796,332 | 4/18/06 (1) | NASDAQ |

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|--|--|--|--|--|--|--|--|
| Merrill, Lynch, Pierce, Fenner & Smith Incorporated 101 Hudson Street, 7th Floor Jersey City, New Jersey 07302 | | | | | | | |
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INSTRUCTIONS:

1. (a) Name of issuer.
(b) Issuer's IRS Identification Number.
(c) Issuer's SEC file number, if any.

(d) Issuer's address, including zip code.
(e) Issuer's telephone number, including area code.
2. (a) Name of person for whose account the securities are to be sold.
(b) Such person's or I.R.S. Identification number, if such a person is an entity.
(c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing).
(d) Such person's address, including zip code.
3. (a) Title of the class of securities to be sold.
(b) Name and address of each broker through whom the securities are intended to be sold.
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount).
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer.
(f) Approximate date on which the securities are to be sold.
(g) Name of each securities exchange, if any, on which the securities are intended to be sold.

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 control number.

TABLE I--SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the Payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date You Acquired | Nature of Acquisition Transaction | Name of Person From Whom Acquired <i>(If Gift, Also Give Date Donor Acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|--|--|-------------------------------|-----------------|-------------------|
| Common Stock | 4/18/06 | Exercise of non-qualified stock option | WD-40 Company | 20,000 | 04/18/06 | Sale Proceeds (1) |

INSTRUCTIONS: 1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II--SECURITIES SOLD DURING THE PAST THREE MONTHS

Furnish The Following Information as to All Securities of The Issuer Sold During The Past Three Months By The Person For Whose Account The Securities Are

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To Be Sold.

| Name and Address of Seller | Title of Securities To Be Sold. | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|---------------------------------|--------------|---------------------------|----------------|
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REMARKS:

(1) As reported on Form 4, filed 4/20/06, these control securities, registered on Form S-8, dated 7/15/04, were acquired upon exercise of a non-qualified stock option on 4/18/06 and sold on 4/18/06 pursuant to a cashless stock option exercise transaction processed by the Issuer's stock option plan administrator. The transaction was completed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 4/17/06. The representations of the reporting person regarding knowledge of material adverse information in regard to the current and prospective operations of the Issuer were made and they were true and correct as of the date of adoption of the Rule 10b5-1 trading plan.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

4/21/06

/s/ Garry O. Ridge

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the persons for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: INTERNATIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).