STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
Willoughby Dawn C
1221 BROADWAY
OAKLAND, CA 94612-1888

2. Issuer Name and Ticker or Trading Symbol
CLOROX CO /DE/ [ CLX ]

3. Date of Earliest Transaction
8/17/2015

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
___ Director
_____ 10% Owner
X Officer (give title below)
_____ Other (specify below)

EVP-COO - Cleaning, Int'l

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>2 Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3 Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>8/17/2015</td>
<td>A (1) 2341.0000</td>
<td>A</td>
<td>$117.5100</td>
<td>9121.0000</td>
<td>D</td>
<td>By Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/17/2015</td>
<td>F (2) 53.0000</td>
<td>D</td>
<td>$117.5100</td>
<td>9068.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
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</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired or Disposed of (A) or (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
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</tbody>
</table>

Explanations of Responses:
(1) Settlement of 2012 Performance Unit Grant that vested 8/17/2015, which the reporting person has elected to defer pursuant to the 2005 Stock Incentive Plan.
(2) Withholding of stock to pay certain taxes under the Company's Stock Withholding Arrangement.

Reporting Owners

Reporting Owner Name / Address
Willoughby Dawn C
1221 BROADWAY
OAKLAND, CA 94612-1888

Relationships
Director
10% Owner
Officer
EVP-COO - Cleaning, Int'l

Signatures

By Cheryl Brice, Attorney-in-Fact for
8/19/2015

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.