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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Foster James E
1221 BROADWAY
OAKLAND, CA 94612-1888

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

3. Date of Earliest Transaction (MM/DD/YYYY)
8/20/2012

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
_____ Director
_____ 10% Owner
X Officer (give title below)
____ Other (specify below)
SVP Chief Product Supply Off.

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>8/20/2012</td>
<td>A (1)</td>
<td>V</td>
<td>1960.0000 A</td>
<td>$72.3100 13036.0000 D</td>
<td>Direct (D)</td>
<td>D</td>
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<tr>
<td>Common Stock</td>
<td>8/20/2012</td>
<td>F (2)</td>
<td>V</td>
<td>28.0000 D</td>
<td>$72.3100 13008.0000 D</td>
<td>Direct (D)</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned ( e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative 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 (A) or Disposed of (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>
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<tbody>
<tr>
<td>Common Stock</td>
<td>8/20/2012</td>
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Explanation of Responses:
(1) Settlement of 2009 Performance Unit Grant that vested 8/20/12, 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          Relationship
Foster James E                          Director
1221 BROADWAY                          10% Owner
OAKLAND, CA 94612-1888                  Officer
SVP Chief Product Supply Off.

Signatures

By Angela Hilt, Attorney-in-Fact for 8/22/2012
Signature of Reporting Person
Date
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.

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