**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 (MM/DD/YYYY) 
   9/17/2014

4. If Amendment, Date Original Filed 
   (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   _____ Director  
   _____ 10% Owner  
   X Officer (give title below)  
   _____ Other (specify below)
   SVP - GM, Cleaning Div

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) Code</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

| | | | | | | Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount or Number of Shares</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security</th>
<th>Amount or Number of Shares Beneficially Owned Following Reported Transaction(s) Code</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Stock Option (Right to Buy)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount of Derivative Securities Beneficially Owned Following Reported Transaction(s) Code</th>
<th>Price of Derivative Security</th>
<th>Amount or Number of Shares Beneficially Owned Following Reported Transaction(s) Code</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

(1) Option vests in 4 equal installments - 1/4 on each of the first, second, third and fourth anniversaries of the grant date.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Willoughby Dawn C</td>
<td>Director</td>
</tr>
<tr>
<td>1221 BROADWAY</td>
<td>10% Owner</td>
</tr>
<tr>
<td>OAKLAND, CA 94612-1888</td>
<td>SVP - GM, Cleaning Div</td>
</tr>
</tbody>
</table>

**Signatures**

By Angela Hilt, Attorney-in-Fact for  
9/19/2014  
**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.