CLOROX CO /DE/

FORM 10-Q
(Quarterly Report)

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Address	THE CLOROX COMPANY 1221 BROADWAY
	OAKLAND, California 94612-1888
Telephone	510-271-7000
CIK	0000021076
Industry	Personal & Household Prods.
Sector	Consumer/Non-Cyclical
Fiscal Year	06/30

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2000
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-07151

THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

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Delaware                                           31-0595760
----------------------------------------------------------------
(State or other jurisdiction of           (I.R.S. Employer
Incorporation or organization)          Identification number

1221 Broadway - Oakland, California          94612 - 1888
----------------------------------------------------------------
(Address of principal executive offices)

Registrant's telephone number,            (510) 271-7000
(including area code)
----------------------------------------------------------------
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(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

As of December 31, 2000 there were 236,275,132 shares outstanding of the registrant's common stock (par value - $1.00), the registrant's only outstanding class of stock.

THE CLOROX COMPANY

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements
The Clorox Company and Subsidiaries
Condensed Consolidated Statements of Earnings
(In millions, except share and per-share amounts)

	Three Months Ended		Six Months Ended	
	12/31/00	12/31/99	12/31/00	12/31/99
Net Sales	$899	$954	$1,884	$1,896
Cost and Expenses				
Cost of products sold (Note 2)	525	535	1,074	1,052
Selling and administration	128	135	251	262
Advertising	100	110	210	226
Research and development	17	15	31	29
Restructuring and asset impairment	4	6	4	8
Interest expense	23	23	49	46
Other expense, net	3	10	11	16
Total costs and expenses	800	834	1,630	1,639
Earnings before income taxes and cumulative effect of change in accounting principle	99	120	254	257
Income taxes	35	44	90	94
Earnings before cumulative effect of change in accounting principle	64	76	164	163
Cumulative effect of change in accounting principle (Note 5)	-	-	(2)	-
Net Earnings	$64	$76	$162	$163
Earnings per Common Share				
Basic				
Earnings before cumulative effect of change in accounting principle	$0.27	$0.32	$0.70	$0.69
Cumulative effect of change in accounting principle	-	-	(0.01)	-
Net earnings	$0.27	$0.32	$0.69	$0.69
Diluted				
Earnings before cumulative effect of change in accounting principle	$0.27	$0.32	$0.69	$0.68
Cumulative effect of change in accounting principle	-	-	(0.01)	-
Net earnings	$0.27	$0.32	$0.68	$0.68
Weighted Average Shares Outstanding (in thousands)				
Basic	236,069	236,475	235,796	236,747
Diluted	239,093	239,737	238,956	240,211
Dividends per Share	$0.21	$0.20	$0.42	$0.40

See Notes to Condensed Consolidated Financial Statements.

Item 1. Financial Statements

The Clorox Company and Subsidiaries

Condensed Consolidated Balance Sheets

(In millions)

	12/31/00	6/30/00
ASSETS		
Current Assets		
Cash and short-term investments	$ 196	$ 254
Receivables - net	486	624
Inventories	379	376
Prepaid expenses and other	172	175
Deferred income taxes	23	25
Total current assets	1,256	1,454
Property, Plant and Equipment - Net	1,058	1,079
Brands, Trademarks, Patents and Other Intangibles - Net	1,605	1,536
Investments in Affiliates	101	110
Other Assets	178	174
Total	$ 4,198	$ 4,353
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 193	$ 319
Accrued liabilities	358	397
Accrued merger and restructuring	8	16
Commercial paper and other short-term debt	718	768
Income taxes payable	60	36
Current maturities of long-term debt	208	5
Total current liabilities	1,545	1,541
Long-Term Debt	389	590
Other Obligations	193	204
Deferred Income Taxes	209	224
Share Repurchase Contracts and Option Agreements	241	-
Stockholders' Equity		
Common stock	250	250
Additional paid-in capital	132	127
Retained earnings	2,139	2,068
Treasury shares, at cost	(684)	(451)
Accumulated other comprehensive net losses	(201)	(183)
Other	(15)	(17)
Stockholders' equity	1,621	1,794
Total	$ 4,198	$ 4,353

See Notes to Condensed Consolidated Financial Statements.

PART I - FINANCIAL INFORMATION (Continued)

Item 1. Financial Statements

The Clorox Company and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(In millions)

	Six Months Ended	
	12/31/00	12/31/99
Operations:		
Net earnings	$ 162	$ 163
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation and amortization	110	98
Deferred income taxes	(3)	9
Other	29	10
Changes in (excluding effects of business acquired):		
Accounts receivable	142	36
Inventories	(8)	(38)
Prepaid expenses and other	3	6
Accounts payable	(127)	8
Accrued liabilities	(38)	(23)
Accrued merger and restructuring	(8)	(11)
Income taxes payable	23	(12)
Net cash provided by operations	285	246
Investing Activities:		
Purchases of property, plant and equipment	(46)	(67)
Businesses acquired net of cash acquired	(117)	(31)
Proceeds from disposals of property, plant and equipment	5	3
Other	(41)	(27)
Net cash used for investing	(199)	(122)
Financing Activities:		
Commercial paper and other short-term debt repayments, net	(49)	(37)
Long-term debt borrowings	2	14
Long-term debt repayments	(4)	(12)
Cash dividends	(99)	(95)
Treasury stock purchased and related premiums	(7)	(45)
Settlement of share repurchase and option contracts	-	76
Issuance of common stock for employee stock plans and other	15	1
Net cash used for financing	(142)	(98)
Effect on cash of exchange rate changes	(2)	1
Net increase (decrease) in cash and short-term investments	(58)	27
Cash and short-term investments:		
Beginning of period	254	132
End of period	$ 196	$ 159

See Notes to Condensed Consolidated Financial Statements.

Item 1. Financial Statements
The Clorox Company and Subsidiaries

Notes to Condensed Consolidated Financial Statements
(In millions, except share and per-share amounts)

1) The condensed consolidated financial statements for the three and six month periods ended December 31, 2000 and 1999 have not been audited but, in the opinion of management, include all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the consolidated results of operations, financial position, and cash flows of The Clorox Company and its subsidiaries (the "Company").

2) Inventories at December 31, 2000 and at June 30, 2000 consisted of:

	12/31/00	6/30/00
Finished goods and work in process	$ 257	$ 250
Raw materials and supplies	122	126
Total	$ 379	$ 376

Inventories totaling $14 million and $1 million were written off during the three month periods ended December 31, 2000 and 1999, respectively and $17 million and $3 million for the six month periods ended December 31, 2000 and 1999, respectively. Inventory write-offs of $14 recognized in the second quarter of fiscal 2001 included $12 million of write-offs for paper towel size disinfecting wipes, Black Flag Gold and certain Brita inventories.

3) In November 2000, the Company acquired for $122 million from Brita GmbH the rights to the Brita trademark and other intellectual property in North and South America and certain other net assets. The Company also increased its ownership in Brita Limited and Brita South America from 50% to 100%. (These investments were previously accounted for under the equity method of accounting and are now fully consolidated.) The acquisition was accounted for as a purchase and was funded using a combination of cash and debt.

In January 2001, the Company signed an agreement to purchase 50% of Bombril S.A., a Brazilian household cleaning products business. Under the terms of the share sale and purchase agreement dated January 23, 2001, the Company will acquire 50% of the business and its assets for approximately $200 million. This acquisition is expected to close in the fourth quarter of this fiscal year and management expects to account for the transaction as a purchase.

4) The Company's 8.8% non-callable notes due August 2001, totaling $200 million, are included in current maturities of long-term debt as of December 31, 2000. Such amounts were included in long-term debt as of June 30, 2000. In February 2001, the Company issued $300 million of 6.125% unsecured senior unsubordinated notes due in February 2011, with interest payable semi-annually in February and August. The notes are for general corporate purposes, including refinancing existing debt and funding future acquisitions, capital expenditures and working capital requirements. In connection with the notes, the Company agreed to certain restrictive covenants and limitations including a restriction on the Company's right to engage in certain sale and leaseback transactions. The Company also entered into an interest rate swap agreement that converts $100 million of the 6.125% note from a fixed to a floating rate.

Item 1. Financial Statements
The Clorox Company and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(In millions, except share and per-share amounts

5) Effective July 1, 2000, the Company adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended by SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities." The transition adjustment recognized to implement this new standard on July 1, 2000, which is presented as a cumulative effect of change in accounting principle, reduced earnings by $2 million (net of tax of $1 million) and increased other comprehensive income by $10 million (net of tax of $7 million).

At December 31, 2000 and July 1, 2000, the Company's derivative instruments are recorded in the condensed consolidated financial statement as follows:

	12/31/00	7/1/00
Prepaid Expenses and Other - Foreign exchange contracts	$ 1	-
Other Assets - Commodity purchase contracts	$ 8	$ 17
Current Liabilities:		
Commodity purchase contracts	$ 1	-
Foreign exchange contracts	$ 1	-
Long-Term Debt:		
Interest rate swaps	$ 12	-
Foreign exchange contracts	$ (11)	-
Other Long-Term Obligations:		
Commodity purchase contract	$ 3	$ 3

Most interest rate swaps, commodity purchase and foreign exchange contracts are designated as fair value or cash flow hedges of fixed and variable rate debt obligations, raw material purchase obligations or foreign currency denominated debt instruments. One commodity purchase contract with a fair value of $3 million does not qualify for hedge accounting treatment. Fluctuations in its fair value impacts current earnings and earnings per share.

Item 1. Financial Statements

The Clorox Company and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(In millions, except share and per-share amounts

6) Basic earnings per share (EPS) is computed by dividing net earnings by the weighted average number of common shares outstanding each period. Diluted EPS is computed by dividing net earnings by the diluted weighted average number of common shares outstanding during each period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock options, restricted stock, warrants and other convertible securities. The weighted average number of shares outstanding (denominator) used to calculate basic EPS is reconciled to those shares used in calculating diluted EPS as follows (in thousands):

	Weighted Average Number of Shares Outstanding			
	Three Months Ended		Six Months Ended	
	12/31/00	12/31/99	12/31/00	12/31/99
Basic	236,069	236,475	235,796	236,747
Stock options	2,581	3,225	2,561	3,428
Share repurchase and hedging contracts	354	-	508	-
Other	89	37	91	36
Diluted	239,093	239,737	238,956	240,211

7) Comprehensive income for the Company includes net earnings, foreign currency translation adjustments and derivative gains or losses that are excluded from net earnings but included as a separate component of total stockholders' equity. Comprehensive income for the three and six month periods ended December 31, 2000 and 1999 is as follows:

	Three Months Ended		Six Months Ended	
	12/31/00	12/31/99	12/31/00	12/31/99
Net Earnings	$ 64	$ 76	$ 162	$ 163
Other comprehensive income(loss)				
Foreign currency translation adjustments	(2)	4	(24)	(1)
Cumulative effect of change in accounting principle	-	-	10	-
Net derivative gain (loss)	5	-	(4)	-
Total comprehensive income	$ 67	$ 80	$ 144	$ 162

Item 1. Financial Statements
The Clorox Company and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(In millions, except share and per-share amounts)

8) The Company's operating segments are as follows:

U. S. Household Products and Canada: Includes cleaning, bleach and other home care products, and water filtration products marketed in the United States and all products marketed in Canada.

U. S. Specialty Products: Includes charcoal, automotive care, cat litter, insecticides, food products, professional products and the food storage and disposal categories.

International Operations: Includes operations outside the United States and Canada.

Corporate, Interest and Other: Includes certain unallocated administrative costs, goodwill amortization, interest income, interest expense, and other income and expense.

Each segment is individually managed with separate operating results that are reviewed regularly by the chief operating decision maker. The following table shows operating segment information.

	Net Sales			
	Three Months Ended		Six Months Ended	
	12/31/00	12/31/99	12/31/00	12/31/99
U.S. Household Products and Canada	$ 365	$ 388	$ 789	$ 789
U.S. Specialty Products	378	400	797	804
International	156	166	298	303
Total Company	$ 899	$ 954	$ 1,884	$ 1,896

	Earnings Before Income Taxes and Cumulative Effect of Change in Accounting Principle			
	Three Months Ended		Six Months Ended	
	12/31/00	12/31/99	12/31/00	12/31/99
U.S. Household Products and Canada	$ 95	$ 120	$ 234	$ 252
U.S. Specialty Products	81	93	183	190
International	32	26	50	39
Corporate, Interest and Other	(109)	(119)	(213)	(224)
Total Company	$ 99	$ 120	$ 254	$ 257

Item 1. Financial Statements

The Clorox Company and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(In millions, except share and per-share amounts)

9) As of December 31, 2000, the Company adopted the accounting and financial reporting standards in Emerging Issues Task Force Issue (EITF) Issue No. 00-19, "Determination of Whether Share Settlement is within the Control of the Company for Purposes of Applying EITF Issue No. 96-13, 'Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock'". EITF Issue No.00-19 requires that share repurchase agreements and option agreements where investors have the ability to require cash settlement be classified as temporary equity (not a part of stockholders' equity). Accordingly, $241 million of such share repurchase contracts and option agreements, previously classified in treasury shares, have been reclassified above stockholders' equity as of December 31, 2000.

InJuly 2000 the Financial Accounting Standards Board ("FASB") reached consensus and issued EITF Issue No. 00-14, "Accounting for Coupons, Rebates, and Discounts," which requires implementation no later than the fourth fiscal quarter of fiscal years beginning after December 15, 1999. EITF Issue No. 00-14 specifies the accounting and income statement classification for the cost of coupons, rebates and discounts related to customer sales. The Company plans to adopt EITF Issue No. 00-14 in the fourth quarter of this year. As a result, coupon costs, currently included as advertising expense, of approximately $20 million and $21 million for the three month periods ended December 31, 2000 and 1999, respectively, and $39 million and $43 million for the six month periods ended December 31, 2000 and 1999, respectively will be reclassified as a deduction from net sales.

10) Certain reclassifications have been made to prior-period amounts to conform to the current period presentation.

Item 2. Management's Discussion and Analysis of
Results of Operations and Financial Condition

Results of Operations

Diluted earnings per share decreased 16% to 27 cents for the three months ended December 31, 2000 principally due to lower volumes, unfavorable product mix, and inventory write-offs of $14 million and asset impairment charges of $4 million recognized in the second quarter of fiscal 2001. Diluted earnings per share of 68 cents for the six months ended December 31, 2000 reflects lower advertising and selling and administrative expenses offset by inventory write-offs, asset impairments and unfavorable product assortment.

Net sales for the second quarter of fiscal 2001 decreased 6% to $899 million due to volume decreases of 2%, an unfavorable product mix and foreign currency weaknesses. The U.S. Household Products and Canada segment's net sales decrease of 6% was attributable to an unfavorable product mix resulting from a shift away from higher-priced products and towards larger sizes, and a volume decrease of 2%. Despite increased shipments from the launches of Clorox Disinfecting Wipes and Meadow Fresh Pine-Sol cleaner (both introduced in the prior year), the segment's volumes decreased primarily due to lower shipments of Brita pour-through systems and filters, dilutable cleaners and disinfecting sprays. The U.S. Specialty Products segment's net sales decreased 6% mostly due to a volume decrease of 5%. Both the Glad's bags and wraps and STP businesses experienced lower volumes mostly due to the elimination of low-margin non-strategic items. The decline in Glad's bag and wraps volumes was also driven by intense competition in lower-priced trash bags. These volume decreases were somewhat mitigated by higher volumes generated from the prior year launch of new products, Glad Odor Shield trash bags, Gladware containers and Glad Stand & Zip food bags. International's net sales decrease of 6% reflected currency weakesses in Australia and New Zealand and the restructuring of the Asian businesses, which was partially offset by the higher volumes resulting from the acquisition of Bon Bril in certain Latin American countries and by new product introductions in Latin America.

Net sales for the six-month period ended December 31, 2000 decreased 1% to $1,884 million. This decrease was due to an unfavorable product mix and currency weaknesses, partly offset by an increase in volumes of 2%. The U.S. Household Products and Canada segment's net sales remained unchanged from the prior year as volume growth achieved from the launch of Clorox Disinfecting Wipes introduced in the prior year was mostly offset by lower shipments of Brita pour-through systems and filters and an unfavorable product mix. The U.S. Specialty Products segment's net sales and volumes both decreased approximately 1%. The decline in volumes is driven by a decrease in the Glad's bags and wraps and STP volumes mostly due to the elimination of low-margin non-strategic items. These volume decreases are partly offset by higher shipments of Kingsford and Match Light Charcoal resulting from favorable weather conditions experienced earlier in the year and greater shipments of Scoop Away cat litter achieved from the successful repositioning of this line. International's net sales decrease of 2% reflects currency weaknesses offset partly by higher volumes resulting from the acquisition of Bon Bril in certain Latin American countries and by new product introductions in Latin America.

Cost of products sold as a percentage of sales increased to 58% from 56% for the quarter ended December 31, 2000 and increased to 57% from 55% for the six month period ended December 31, 2000 due to an unfavorable assortment mix resulting from the launch of new products and higher packaging costs. In addition, inventory write-offs of approximately $14 million recognized in the second quarter for fiscal 2001 included $12 million of write-offs for paper towel size disinfecting wipes, Black Flag Gold and certain Brita inventories. These increases were partially offset by cost savings generated from manufacturing initiatives and shifting auto and litter manufacturing in-house from co-packers.

Selling and administrative expenses decreased 5% to $128 million and decreased 4% to $251 million for the three and six months ended December 31, 2000, respectively, due to lower market research spending and restructuring the Company's Asia operations during the fourth quarter of the prior year.

Advertising expense decreased 9% for the quarter and 7% for the year due to higher advertising costs in the year ago periods to support the STP business and the launch of new products in the food and laundry businesses, and lower promotional activities in the charcoal business. These increases were partly offset by higher expenditures to support the litter business and the launch of new Glad products during the current year.

Interest expense increased to $49 million from $46 million for the six months ended December 31, 2000 due mostly to higher interest rates this year.

PART I - FINANCIAL INFORMATION (Continued)

Item 2. Management's Discussion and Analysis of
Results of Operations and Financial Condition

The cumulative effect of change in accounting principle of $2 million (net of tax of $1 million) was recognized as a transition adjustment due to the implementation of SFAS No. 133, "Accounting for Derivative Investments and Hedging Activities" as amended by SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities." The Company adopted SFAS No. 133, as amended, effective July 1, 2000.

As announced in December 2000, the Company is currently undergoing a review of its operations. As a result of the Company's initial review, inventory write-offs and asset impairment charges related to certain U.S. Specialty Products segment intangible assets and certain Brita assets were recognized in the second quarter of fiscal 2001. The Company will continue this on-going review over the calendar year 2001 and anticipates incurring restructuring, asset impairment and other charges of approximately $150 to $200 million.

Financial Condition, Liquidity and Capital Resources

The Company's financial position and liquidity remains strong due to continuing cash flow provided by operations during the past fiscal year and for the quarter ended December 31, 2000. The decrease in receivables corresponds principally with lower sales in the second quarter as compared with the fourth quarter of the prior year and reflects the seasonal nature of charcoal and certain international businesses. Inventories reflect an inventory build in the U.S. Specialty Products segment of approximately $14 million and the addition of $6 million of inventories during the quarter due to the Brita acquisition, which are partly offset by inventory write-offs of approximately $14 million recognized in the second quarter of fiscal 2001. Inventory write-offs of $14 million included $12 million of write-offs for paper towel size disinfecting wipes, Black Flag Gold and certain Brita inventories. Decrease in both payables and accrued liabilities reflect lower media and promotional spending, higher seasonal expenditures accrued in the fourth quarter as compared to the second quarter for the Company's charcoal business, lower resin purchases and other raw material purchases.

The Company's 8.8% non-callable notes due August 2001, totaling $200 million, are included in current maturities of long-term debt as of December 31, 2000. Such amounts were included in long-term debt as of June 30, 2000. In February 2001, the Company issued $300 million of 6.125% unsecured senior unsubordinated notes due in February 2011 with interest payable semi-annually in February and August. The notes are for general corporate purposes, including refinancing existing debt and funding future acquisitions, capital expenditures and working capital requirements. In connection with the notes, the Company agreed to certain restrictive covenants and limitations including a restriction on the Company's right to engage in certain sale and leaseback transactions. The Company also entered into an interest rate swap agreement that converts $100 million of the 6.125% note from a fixed to a floating rate.

In November 2000, the Company acquired for $122 million from Brita GmbH the rights to the Brita trademark and other intellectual property in North and South America and certain other net assets. The Company also increased its ownership in Brita Limited and Brita South America from 50% to 100%. (The investments were previously accounted for under the equity method of accounting and are now fully consolidated.) The acquisition was accounted for as a purchase and was funded using a combination of cash and debt.

In January 2001, the Company signed an agreement to purchase 50% of Bombril S.A., a Brazilian household cleaning products business. Under the terms of the share sale and purchase agreement dated January 23, 2001, the Company will acquire 50% of the business and its assets for approximately $200 million. This acquitision is expected to close in the fourth quarter of this fiscal year and management expects to account for the transaction as a purchase.

The Company will be implementing a new enterprise resource planning system and a new customer relationship management system over the next three calendar years anticipated to incrementally cost approximately $150 million.

Management believes the Company has access to sufficient capital through existing lines of credit and, should the need arise, from other public and private sources.

PART I - FINANCIAL INFORMATION (Continued)

Item 2. Management's Discussion and Analysis of
Results of Operations and Financial Condition

Cautionary Statement

Except for historical information, matters discussed above and in the financial statements and footnotes, including statements about future growth, profitability, costs, expectations, plans or objectives, are forward-looking statements based on management's estimates, assumptions and projections. These forward-looking statements are subject to risks and uncertainties, and actual results could differ materially from those discussed above and in the financial statements and footnotes. Important factors that could affect performance and cause results to differ materially from management's expectations are described in "Forward-Looking Statements and Risk Factors" in the Company's Annual Report on Form 10-K for the year ending June 30, 2000, and in the Company's subsequent SEC filings. Those factors include, but are not limited to, marketplace conditions and events, competitors' actions, the Company's costs, risks inherent in litigation and international operations, the success of new products, the integration of acquisitions and mergers, and environmental, regulatory and intellectual property matters.

PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

At the Company's 2000 Annual Meeting of Stockholders held on November 15, 2000, the following actions were taken:

1) The following directors were elected:

	Votes for	Votes Withhold
Daniel Boggan, Jr.	203,415,214	1,214,599
Elaine Chao	203,406,443	1,223,470
Tully Friedman	203,432,003	1,197,910
Christoph Henkel	202,637,758	1,992,154
Jurgen Manchot	203,385,216	1,244,697
Robert W. Matschullat	203,463,988	1,165,925
Dean O. Morton	203,398,348	1,231,565
Klaus Morwind	203,373,608	1,256,305
Lary R. Scott	203,425,927	1,203,986
G. Craig Sullivan	203,393,551	1,236,362
C. Al Wolfe	203,386,724	1,243,189

2) A proposal by the Board of Directors to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors to conduct the annual audit of the financial statements of the Company and its subsidiaries for the fiscal year ending June 30, 2001, was approved by the stockholders. The stockholders cast 203,837,324 votes in favor of this proposal and 205,284 votes against. There were 587,305 abstentions.

S I G N A T U R E

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE CLOROX COMPANY
(Registrant)

DATE: February 13, 2001	*BY: /S/ GREGORY S. FRANK*
	Gregory S. Frank
	Vice-President - Controller

End of Filing

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