
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): May 1, 2008

THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1-07151
(Commission File
Number)

31-0595760
(I.R.S. Employer
Identification No.)

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

(510) 271-7000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.)

- Written communications pursuant to Rule 425 Under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On May 1, 2008, The Clorox Company (the “Company”) issued a press release announcing its financial results for its third quarter ended March 31, 2008. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01 Regulation FD

Attached hereto as Exhibit 99.2 and incorporated herein by reference is supplemental financial information.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit</u> | <u>Description</u> |
|----------------|---|
| 99.1 | Press Release dated May 1, 2008 of The Clorox Company |
| 99.2 | Supplemental information regarding financial results |

SIGNATURES

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

Date: May 1, 2008

By: _____ /s/ Laura Stein
Senior Vice President –
General Counsel

THE CLOROX COMPANY

FORM 8-K

INDEX TO EXHIBITS

| <u>Exhibit</u> | <u>Description</u> |
|----------------|---|
| 99.1 | Press Release dated May 1, 2008 of The Clorox Company |
| 99.2 | Supplemental Information |



Clorox Reports Q3 Results and Provides Initial Fiscal 2009 Outlook

OAKLAND, Calif., May 1, 2008 – The Clorox Company (NYSE: CLX) today announced results for its fiscal third quarter, which ended March 31, 2008.

“Total company and base business sales growth were strong, especially considering our very high level of growth in the year-ago quarter,” said Chairman and CEO Don Knauss. “Our market shares held steady despite the economic pressures consumers are facing.

“As expected, we faced intense cost pressures from commodity cost increases. Aggressive cost savings and the benefit of recent price increases helped mitigate much of this impact, and we feel good about our overall performance in this environment. Importantly, we continue to make progress against our Centennial strategy and do the things we believe will drive economic profit growth and shareholder value over the long term.”

Third-quarter highlights

Clorox reported third-quarter net earnings of \$100 million, or 71 cents diluted earnings per share (EPS), based on weighted average diluted shares outstanding of 140 million. Current quarter earnings were reduced by \$17 million in pretax charges, or 8 cents diluted EPS, associated with the announced consolidation of the company’s manufacturing networks and other charges, and \$11 million, or 5 cents diluted EPS, associated with the Burt’s Bees acquisition. Excluding these factors, the company delivered 84 cents diluted EPS. See “Non-GAAP Financial Information” below and the last two pages of this press release for information and a reconciliation of key third-quarter results and financial outlook.

In the year-ago quarter, Clorox reported \$129 million, or 84 cents diluted EPS, based on weighted average diluted shares outstanding of 154 million. The year-ago quarter’s results included 6 cents diluted EPS, or \$14 million on a pretax basis, of incremental costs associated with the IT services agreement and asset impairments. Excluding these factors, the company delivered 90 cents diluted EPS in the year-ago quarter.

Third-quarter sales grew 9 percent to \$1.35 billion, compared with \$1.24 billion in the year-ago quarter, when the company delivered 7 percent sales growth. Excluding the Burt’s Bees and bleach business acquisitions, sales growth in the current quarter was 5 percent. This includes the benefit of favorable foreign exchange rates and the unfavorable impact of exiting the company’s private label food bags business.

Total volume increased 4 percent compared to the year-ago quarter, when the company delivered 8 percent volume growth. Excluding about 3 percentage points of growth from Burt’s Bees® products and less than half a percentage point of growth from the bleach business acquisition, volume was up slightly due to core volume growth, offset by the impact of price increases and a higher year-ago comparison. Sales growth outpaced volume growth primarily due to the benefit of price increases, favorable foreign exchange rates and improved product mix.

Gross margin in the third quarter decreased 350 basis points to 39.8 percent from 43.3 percent in the year-ago quarter. Excluding the impact of the Burt’s Bees purchase-accounting step-up in inventory values and previously announced restructuring-related charges, gross margin was 41.8 percent. The decrease was primarily due to the impact of unfavorable commodity costs and higher costs for manufacturing and logistics, including diesel fuel. These factors were partially offset by the benefit of cost savings, price increases and improved product mix.

Net cash provided by operations was \$165 million, compared to \$172 million in the year-ago quarter. The year-over-year decrease was primarily due to lower net earnings in the current quarter.

Following is a summary of key third-quarter results by business segment. All comparisons are with the third quarter of fiscal year 2007, unless otherwise stated.

North America

The segment reported 8 percent sales growth, 4 percent volume growth and a 3 percent decline in pretax earnings. Volume benefited from the addition of Burt's Bees, the launch of Green Works™ cleaners, and higher shipments of Brita products® and Fresh Step® scoopable cat litter. These results were partially offset by the impact of poor weather on the auto and Kingsford® charcoal businesses, price increases and the company's exit from the private-label food bags business. Sales growth outpaced volume growth primarily due to the benefit of price increases, a favorable Canadian exchange rate and improved product mix. Pretax earnings reflected the impact of unfavorable commodity costs and the charge of \$14 million for a purchase-accounting step-up of inventory values associated with Burt's Bees, partially offset by the benefit of higher sales and cost savings.

International

The segment reported 14 percent sales growth, 4 percent volume growth and a 16 percent decline in pretax earnings. Sales results included about 6 percentage points from favorable foreign exchange rates and about 4 percentage points of growth from the bleach business acquisition. Volume growth was driven by the bleach business acquisition and category growth in Latin America. Sales growth outpaced volume growth primarily due to the benefit of favorable foreign exchange rates and price increases. Pretax earnings reflected the impact of unfavorable commodity and manufacturing costs and charges related to restructuring and asset impairment.

Updated fiscal year 2008 financial outlook

For fiscal year 2008, Clorox now anticipates total sales growth in the range of 8-9 percent. Excluding the anticipated benefit of the bleach business and Burt's Bees acquisitions, Clorox anticipates sales growth in the range of 5-6 percent. This includes the benefit of favorable foreign exchange rates and the unfavorable impact of exiting the company's private-label food bags business.

The company's earnings outlook has been updated to reflect a greater impact from commodity cost inflation and revised estimates for dilution from the Burt's Bees acquisition. Previously, Clorox anticipated EPS dilution in the range of 13 cents to 15 cents from the Burt's Bees acquisition. Due to strong business performance and lower interest rates, the projected EPS dilution impact from the acquisition is now anticipated to be in the range of 9 cents to 11 cents. This range includes pretax costs of about \$2 million for amortization of intangible assets, \$19 million for the purchase-accounting step-up in inventory values, and the impact of financing the transaction. Including the above factors, Clorox now anticipates diluted EPS in the range of \$3.20 to \$3.28.

Excluding the impact of the Burt's Bees acquisition and announced restructuring-related charges in the range of 25 cents to 26 cents diluted EPS, the company anticipates fiscal year 2008 diluted EPS in the range of \$3.57 to \$3.62.

Initial fiscal year 2009 financial outlook

For fiscal year 2009, Clorox's initial outlook is for total sales growth in the range of 6-8 percent. Excluding the impact of the Burt's Bees acquisition, Clorox anticipates sales growth in the range of 4-6 percent. This range includes about 2 percentage points of growth from innovation, including Green Works™ natural cleaners.

The company anticipates modest gross margin expansion. The benefits of cost savings and price increases are expected to more than offset the impact of commodity cost pressure for the fiscal year.

For the fiscal year, Clorox projects cost savings in the range of \$90 million to \$100 million; restructuring-related charges in the range of \$20 million to \$25 million, primarily related to the previously announced consolidation of the company's manufacturing networks; and a tax rate in the range of 34-35 percent. The company anticipates weighted average diluted shares outstanding of about 142 million. Including these factors, the company anticipates fiscal year 2009 diluted EPS in the range of \$3.75 to \$3.90.

Clorox completes credit agreement

On April 16, Clorox signed a five-year, \$1.2 billion unsecured revolving credit agreement, with JPMorgan Chase Bank N.A., Citicorp USA Inc. and Wachovia Bank N.A. as the administrative agents. Amounts available under the agreement are for general corporate purposes and to support the company's issuance of commercial paper. Concurrently with the new pact, the company ended its existing credit agreement, dated Dec. 7, 2004. For additional details, see the company's Form 8-K filed with the Securities and Exchange Commission on April 22, 2008.

For more information

Visit the Investors: Financial Results section of the company's Web site at www.TheCloroxCompany.com for the following:

- Supplemental volume and sales growth information
- Supplemental gross margin driver information
- Reconciliation of certain non-GAAP financial information, including EBIT and EBITDA
- Supplemental balance sheet and cash flow information
- Supplemental price-increase information

Note: Percentage and basis-point changes noted in this news release are calculated based on rounded numbers.

Today's webcast

Today at 10:30 a.m. Pacific time (1:30 p.m. Eastern time), Clorox will host a live audio webcast of a discussion with the investment community regarding the company's third-quarter results. The webcast can be accessed at <http://investors.thecloroxcompany.com>. Following a live discussion, a replay of the webcast will be archived for one week on the company's Web site.

The Clorox Company

The Clorox Company is a leading manufacturer and marketer of consumer products with fiscal year 2007 revenues of \$4.8 billion. Clorox markets some of consumers' most trusted and recognized brand names, including its namesake bleach and cleaning products, Green Works™ natural cleaners, Armor All® and STP® auto-care products, Fresh Step® and Scoop Away® cat litter, Kingsford® charcoal, Hidden Valley® and K C Masterpiece® dressings and sauces, Brita® water-filtration systems, Glad® bags, wraps and containers, and Burt's Bees® natural personal care products. With 8,300 employees worldwide, the company manufactures products in more than two dozen countries and markets them in more than 100 countries. Clorox is committed to making a positive difference in the communities where its employees work and live. Founded in 1980, The Clorox Company Foundation has awarded cash grants totaling more than \$69.7 million to nonprofit organizations, schools and colleges. In fiscal 2007 alone, the foundation awarded \$3.4 million in cash grants, and Clorox made product donations valued at \$5.9 million. For more information about Clorox, visit www.TheCloroxCompany.com.

Forward-looking statements

This press release contains "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and such forward looking statements involve risks and uncertainties. Except for historical information, matters discussed above, including statements about future volume, sales, costs, cost savings, earnings, cash outflows, plans, objectives, expectations, growth, or profitability, are forward looking statements based on management's estimates, assumptions and projections. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," and variations on such words, and similar expressions, are intended to identify such forward looking statements. These forward looking statements are only predictions, subject to risks and uncertainties, and actual results could differ materially from those discussed above. Important factors that could affect performance and cause results to differ materially from management's expectations are described in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's Annual Report on Form 10-K for the year ended June 30, 2007, as updated from time to time in the company's SEC filings. These factors include, but are not limited to, the company's costs, including volatility and increases in commodity costs such as resin, diesel, chlor-alkali, agricultural commodities and other raw materials; increases in energy costs; general economic and marketplace conditions and events, including consumer spending levels, the rate of economic growth, and the rate of inflation; the ability of the company to implement and generate expected savings from its programs to reduce costs, including its supply chain restructuring; consumer and customer reaction to price increases; the success of the company's previously announced Centennial Strategy; the need for any additional restructuring or asset-impairment charges; the company's ability to achieve the projected strategic and financial benefits from the Burt's Bees acquisition;

customer-specific ordering patterns and trends; the company's actual cost performance; changes in the company's tax rate; any future supply constraints that may affect key commodities; risks inherent in sole-supplier relationships; risks related to customer concentration; risks arising out of natural disasters; risks related to the handling and/or transportation of hazardous substances, including but not limited to chlorine; risks inherent in litigation; risks relating to international operations, including the risk associated with foreign currencies; the impact of the volatility of the debt markets on the company's access to funds; risks inherent in maintaining an effective system of internal controls, including the potential impact of acquisitions or the use of third-party service providers; the ability to manage and realize the benefit of joint ventures and other cooperative relationships, including the company's joint venture regarding the company's Glad[®] plastic bags, wraps and containers business, and the agreement relating to the provision of information technology and related services by a third party; the success of new products; risks relating to acquisitions, mergers and divestitures; risks relating to changes in the company's capital structure; and the ability of the company to successfully manage tax, regulatory, product liability, intellectual property, environmental and other legal matters, including the risk resulting from joint and several liability for environmental contingencies. In addition, the company's future performance is subject to risks related to its November 2004 share exchange transaction with Henkel KGaA, the tax indemnification obligations and the actual level of debt costs. Declines in cash flow, whether resulting from tax payments, debt payments, share repurchases, interest cost increases greater than management expects, or increases in debt or changes in credit ratings, or otherwise, could adversely affect the company's earnings.

The company's forward looking statements in this report are based on management's current views and assumptions regarding future events and speak only as of their dates. The company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise, except as required by the federal securities laws.

Non-GAAP Financial Information

This press release contains non-GAAP financial information relating to EPS, sales growth and gross margin. Included in the last two pages of this release is a reconciliation of these non-GAAP financial measures to the most directly comparable financial measure calculated in accordance with generally accepted accounting principles in the U.S. (GAAP).

The company has disclosed information related to diluted EPS, sales and gross margin on a non-GAAP basis to supplement its condensed consolidated statements of earnings presented in accordance with GAAP. These non-GAAP financial measures exclude certain items that are included in the company's EPS, sales and gross margin reported in accordance with GAAP, including:

- Charges associated with simplification of the company's supply chain and other restructuring-related charges.
- Incremental costs associated with the IT services agreement and asset impairments.
- The inventory step-up and dilution related to the company's acquisition of Burt's Bees, Inc., completed in the second quarter of fiscal year 2008.
- The impact of the company's acquisition of bleach businesses completed in fiscal year 2007.
- The impact of foreign exchange.
- The impact of the company's exit from its private label food bags business.

Management believes that these non-GAAP financial measures provide useful additional information to investors about current trends in the company's operations and are useful for period over period comparisons of operations. These non-GAAP financial measures should not be considered in isolation or as a substitute for the comparable GAAP measures. In addition, these non-GAAP measures may not be the same as similar measures provided by other companies due to potential differences in methods of calculation and items being excluded. They should only be read in connection with the company's condensed consolidated statements of earnings presented in accordance with GAAP.

See the following pages for key third-quarter results and financial outlook:

- Condensed Consolidated Statements of Earnings (Unaudited)
- Segment Information (Unaudited)

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- Condensed Consolidated Balance Sheets (Unaudited)
 - Third-quarter sales growth reconciliation
 - Third-quarter gross margin reconciliation
 - Third-quarter diluted EPS reconciliation
 - Fiscal year 2008 sales growth outlook reconciliation
 - Fiscal year 2008 diluted EPS outlook reconciliation

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Condensed Consolidated Statements of Earnings (Unaudited)

Dollars in millions, except per share amounts

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------|-------------------|-----------|
| | 3/31/2008 | 3/31/2007 | 3/31/2008 | 3/31/2007 |
| Net sales | \$ 1,353 | \$ 1,241 | \$ 3,778 | \$ 3,503 |
| Cost of products sold | 815 | 704 | 2,233 | 2,006 |
| Gross profit | 538 | 537 | 1,545 | 1,497 |
| Selling and administrative expenses | 182 | 162 | 505 | 477 |
| Advertising costs | 123 | 121 | 350 | 347 |
| Research and development costs | 27 | 26 | 78 | 79 |
| Restructuring and asset impairment costs | 7 | 9 | 34 | 13 |
| Interest expense | 46 | 28 | 125 | 86 |
| Other expense (income), net | 2 | (2) | — | (9) |
| Earnings from continuing operations before income taxes | 151 | 193 | 453 | 504 |
| Income taxes on continuing operations | 51 | 64 | 150 | 172 |
| Earnings from continuing operations | 100 | 129 | 303 | 332 |
| Earnings from discontinued operations | — | — | — | 5 |
| Net earnings | \$ 100 | \$ 129 | \$ 303 | \$ 337 |
| Earnings per common share | | | | |
| Basic | | | | |
| Continuing operations | \$ 0.72 | \$ 0.85 | \$ 2.16 | \$ 2.20 |
| Discontinued operations | — | — | — | 0.03 |
| Basic net earnings per common share | \$ 0.72 | \$ 0.85 | \$ 2.16 | \$ 2.23 |
| Diluted | | | | |
| Continuing operations | \$ 0.71 | \$ 0.84 | \$ 2.12 | \$ 2.16 |
| Discontinued operations | — | — | — | 0.03 |
| Diluted net earnings per common share | \$ 0.71 | \$ 0.84 | \$ 2.12 | \$ 2.19 |
| Weighted average common shares outstanding (in thousands) | | | | |
| Basic | 138,008 | 151,469 | 140,179 | 151,341 |
| Diluted | 140,300 | 153,970 | 142,413 | 153,822 |



**Segment Information
(Unaudited)**

Dollars in millions

Third Quarter

| | Net Sales | | | Earnings/(Losses) from Continuing Operations Before Income Taxes | | |
|---------------|--------------------|-----------------|----------|--|---------------|----------|
| | Three Months Ended | | % Change | Three Months Ended | | % Change |
| | 3/31/2008 | 3/31/2007 | (1) | 3/31/2008 | 3/31/2007 | (1) |
| North America | \$ 1,143 | \$ 1,056 | 8% | \$ 296 | \$ 306 | -3% |
| International | 210 | 185 | 14% | 32 | 38 | -16% |
| Corporate | — | — | — | (177) | (151) | 17% |
| Total Company | <u>\$ 1,353</u> | <u>\$ 1,241</u> | 9% | <u>\$ 151</u> | <u>\$ 193</u> | -22% |

Year To Date

| | Net Sales | | | Earnings/(Losses) from Continuing Operations Before Income Taxes | | |
|---------------|-------------------|-----------------|----------|--|---------------|----------|
| | Nine Months Ended | | % Change | Nine Months Ended | | % Change |
| | 3/31/2008 | 3/31/2007 | (1) | 3/31/2008 | 3/31/2007 | (1) |
| North America | \$ 3,169 | \$ 2,979 | 6% | \$ 839 | \$ 847 | -1% |
| International | 609 | 524 | 16% | 107 | 106 | 1% |
| Corporate | — | — | — | (493) | (449) | 10% |
| Total Company | <u>\$ 3,778</u> | <u>\$ 3,503</u> | 8% | <u>\$ 453</u> | <u>\$ 504</u> | -10% |

(1) Percentages based on rounded numbers.


Condensed Consolidated Balance Sheets (Unaudited)

Dollars in millions

| | <u>3/31/2008</u> | <u>6/30/2007</u> | <u>3/31/2007</u> |
|---|------------------|------------------|------------------|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | \$ 282 | \$ 182 | \$ 171 |
| Receivables, net | 456 | 460 | 426 |
| Inventories, net | 423 | 309 | 346 |
| Other current assets | 108 | 81 | 75 |
| Total current assets | <u>1,269</u> | <u>1,032</u> | <u>1,018</u> |
| Property, plant and equipment, net | 943 | 976 | 965 |
| Goodwill | 1,664 | 1,025 | 1,007 |
| Trademarks, net | 563 | 254 | 250 |
| Other intangible assets, net | 125 | 94 | 106 |
| Other assets | 186 | 200 | 253 |
| Total assets | <u>\$ 4,750</u> | <u>\$ 3,581</u> | <u>\$ 3,599</u> |
| Liabilities and Stockholders' (Deficit) Equity | | | |
| Current liabilities | | | |
| Notes and loans payable | \$ 959 | \$ 74 | \$ 206 |
| Current maturities of long-term debt | — | 500 | 501 |
| Accounts payable | 340 | 329 | 292 |
| Accrued liabilities | 406 | 507 | 460 |
| Income taxes payable | 70 | 17 | 24 |
| Total current liabilities | <u>1,775</u> | <u>1,427</u> | <u>1,483</u> |
| Long-term debt | 2,721 | 1,462 | 1,463 |
| Other liabilities | 596 | 516 | 556 |
| Deferred income taxes | 130 | 5 | 5 |
| Total liabilities | <u>5,222</u> | <u>3,410</u> | <u>3,507</u> |
| Contingencies | | | |
| Stockholders' (deficit) equity | | | |
| Common stock | 159 | 159 | 159 |
| Additional paid-in capital | 518 | 481 | 452 |
| Retained earnings | 295 | 185 | 85 |
| Treasury shares | (1,282) | (445) | (404) |
| Accumulated other comprehensive net losses | (162) | (209) | (200) |
| Stockholders' (deficit) equity | <u>(472)</u> | <u>171</u> | <u>92</u> |
| Total liabilities and stockholders' (deficit) equity | <u>\$ 4,750</u> | <u>\$ 3,581</u> | <u>\$ 3,599</u> |



The tables below present the reconciliation of non-GAAP financial measures to the most directly comparable GAAP financial measures and other supplemental information. See "Non-GAAP Financial Information" above for further information regarding the company's use of non-GAAP financial measures.

Third-Quarter Sales Growth Reconciliation

| | Fiscal 2008 | Fiscal 2007 |
|---|--------------------|--------------------|
| Base sales growth | 3.3% | 6.4% |
| Foreign exchange | 1.6% | 0.1% |
| Exit from private label business | -0.1% | 0.0% |
| Sales growth before acquisitions | 4.8% | 6.5% |
| Burt's Bees acquisition | 3.7% | 0.0% |
| Bleach business acquisition | 0.5% | 0.8% |
| Total sales growth | <u>9.0%</u> | <u>7.3%</u> |

Third-Quarter Gross Margin Reconciliation

| | | | |
|---|---------------------|---|---------------------|
| Q3 FY'07 gross margin | 43.3% | Q3 FY'06 gross margin | 41.5% |
| Cost savings * | 1.5% | Cost savings | 2.8% |
| Pricing | 0.8% | Pricing | 1.4% |
| Commodities | -3.5% | Commodities | 0.4% |
| Logistics & manufacturing | -1.2% | Logistics & manufacturing | -1.2% |
| Other | 0.9% | Other | -1.6% |
| Q3 FY'08 gross margin before impact of charges | 41.8% | Q3 FY'07 gross margin before impact of charges | 43.3% |
| Burt's Bees inventory step-up | -1.1% | Burt's Bees inventory step-up | 0.0% |
| Restructuring-related charges | -0.9% | Restructuring-related charges | 0.0% |
| Q3 FY'08 gross margin | <u>39.8%</u> | Q3 FY'07 gross margin | <u>43.3%</u> |

* Q3 FY'08 cost savings reflects a \$19 million benefit to gross margin with an additional benefit of \$5 million reflected in other lines of the income statement.

Third-Quarter Diluted EPS Reconciliation

| | Fiscal 2008 | Fiscal 2007 |
|--|-----------------------|-----------------------|
| Diluted EPS before charges | \$ 0.84 | \$ 0.90 |
| Prior-year charges related to IT services agreement and asset impairment | 0.00 | -0.06 |
| Restructuring-related charges | -0.08 | 0.00 |
| Burt's Bees dilution | -0.05 | 0.00 |
| Diluted EPS – GAAP | <u>\$ 0.71</u> | <u>\$ 0.84</u> |

Fiscal Year 2008 Sales Growth Outlook Reconciliation

| | Outlook range | |
|---|---------------|-----------|
| Base sales growth | 4% | 5% |
| Foreign exchange | 1% | 1% |
| Exit from private label business | -0.2% | -0.2% |
| Sales growth before acquisitions | 5% | 6% |
| Burt's Bees acquisition | 2% | 2% |
| Bleach business acquisition | 1% | 1% |
| Total sales growth | 8% | 9% |

Fiscal Year 2008 Diluted EPS Outlook Reconciliation

| | Outlook range | |
|--|----------------|----------------|
| Original outlook (May '07) – diluted EPS before charges | \$ 3.52 | \$ 3.67 |
| Accelerated stock repurchase impact | 0.05 | 0.05 |
| Commodities / other | 0.00 | -0.10 |
| Updated outlook – diluted EPS before charges | 3.57 | 3.62 |
| Restructuring-related charges | -0.26 | -0.25 |
| Burt's Bees acquisition dilution | -0.11 | -0.09 |
| Updated outlook – GAAP diluted EPS | \$ 3.20 | \$ 3.28 |



Supplemental Information – Volume Growth

| Business Segment | % Change vs. Prior Year | | | | | | | | | | Major Drivers of Change |
|------------------------------|-------------------------|------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|--|---|
| | FY07 | | | | | FY08 | | | | | |
| | Q1 | Q2 | Q3 | Q4 | FY | Q1 | Q2 | Q3 | YTD | | |
| North America ⁽¹⁾ | -1% | -3% | 8% | 0% | 1% | 5% | 6% | 4% | 5% | | Q3 increase primarily driven by acquisition of Burt's Bees; new products, including Green Works; strong results in Brita; and continued growth in cat litter. These were partially offset by weather-related declines in the company's seasonal businesses; and lower shipments of Glad products due to increased pricing and exiting the private-label food bags business. |
| International | 1% | 10% | 13% | 12% | 9% | 11% | 6% | 4% | 7% | | Q3 increase primarily driven by solid results in Latin America due to the bleach business acquisition and category growth. |
| Total Company | -1% | -1% | 8% | 2% | 2% | 6% | 6% | 4% | 5% | | |

Supplemental Information – Sales Growth

| Business Segment | % Change vs. Prior Year | | | | | | | | | | Major Drivers of Change |
|------------------------------|-------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|--|---|
| | FY07 | | | | | FY08 | | | | | |
| | Q1 | Q2 | Q3 | Q4 | FY | Q1 | Q2 | Q3 | YTD | | |
| North America ⁽¹⁾ | 5% | 3% | 6% | -1% | 3% | 5% | 6% | 8% | 6% | | Q3 growth primarily driven by increased shipments, the benefit of price increases, favorable Canadian currency, and improved mix. |
| International | 4% | 9% | 16% | 21% | 12% | 18% | 17% | 14% | 16% | | Q3 growth primarily driven by increased shipments, favorable currency, the benefit of price increases, and improved mix. |
| Total Company | 5% | 3% | 7% | 2% | 4% | 7% | 8% | 9% | 8% | | |

⁽¹⁾ North America includes U.S. and Canadian results and the worldwide Burt's Bees business.



Earnings Before Interest and Taxes, and Earnings Before Interest, Taxes, Depreciation and Amortization (Unaudited) ⁽¹⁾

Reconciliation schedule of earnings from continuing operations before income taxes to earnings before interest and taxes (EBIT), and earnings before interest, taxes, depreciation and amortization (EBITDA)

Dollars in millions and percentages based on rounded numbers

| | Three months ended | | Nine months ended | |
|--|--------------------|----------------|-------------------|----------------|
| | 3/31/08 | 3/31/07 | 3/31/08 | 3/31/07 |
| Earnings from continuing operations before income taxes | \$ 151 | \$ 193 | \$ 453 | \$ 504 |
| Interest income | (3) | — | (10) | (5) |
| Interest expense | 46 | 28 | 125 | 86 |
| EBIT ⁽²⁾ | 194 | 221 | 568 | 585 |
| <i>EBIT margin ⁽²⁾</i> | 14.3 % | 17.8 % | 15.0 % | 16.7 % |
| Depreciation and amortization | 56 | 48 | 154 | 143 |
| EBITDA ⁽³⁾ | \$ 250 | \$ 269 | \$ 722 | \$ 728 |
| <i>EBITDA margin ⁽³⁾</i> | 18.5 % | 21.7 % | 19.1 % | 20.8 % |
| Net sales | <u>\$1,353</u> | <u>\$1,241</u> | <u>\$3,778</u> | <u>\$3,503</u> |

⁽¹⁾ In accordance with SEC's Regulation G, this schedule provides the definition of a non-GAAP measure and the reconciliation to the most closely related GAAP measure.

Management believes the presentation of EBIT, EBIT margin, EBITDA and EBITDA margin provides additional useful information to investors about current trends in the business.

⁽²⁾ EBIT (a non-GAAP measure) represents earnings from continuing operations before income taxes (a GAAP measure), excluding interest income and expense, as reported above. EBIT margin is a measure of EBIT as a percentage of net sales.

⁽³⁾ EBITDA (a non-GAAP measure) represents earnings from continuing operations before income taxes (a GAAP measure), excluding interest income, interest expense, depreciation and amortization, as reported above. EBITDA margin is a measure of EBITDA as a percentage of net sales.



Supplemental Information – Balance Sheet
(Unaudited)
As of March 31, 2008

Working Capital Update

| | Q3 | | Change (\$ millions) | Days ⁽⁵⁾ FY 2008 | Days ⁽⁵⁾ FY 2007 | Change |
|---------------------------------------|--------------------------|--------------------------|-------------------------|--------------------------------|--------------------------------|---------|
| | FY 2008 (\$ millions) | FY 2007 (\$ millions) | | | | |
| Receivables, net | \$ 456 | \$ 426 | \$ 30 | 28 | 30 | -2 days |
| Inventories | \$ 423 | \$ 346 | \$ 77 | 47 | 44 | +3 days |
| Accounts payable ⁽¹⁾ | \$ 340 | \$ 292 | \$ 48 | 36 | 36 | 0 days |
| Accrued liabilities | \$ 406 | \$ 460 | -\$ 54 | | | |
| Total WC ⁽²⁾ | \$ 171 | \$ 71 | \$ 100 | | | |
| Total WC % net sales ⁽³⁾ | 3.2% | 1.4% | | | | |
| Average WC ⁽²⁾ | \$ 158 | \$ 65 | \$ 93 | | | |
| Average WC % net sales ⁽⁴⁾ | 2.9% | 1.3% | | | | |

- Receivables increased primarily as a result of the acquisition of Burt's Bees and higher sales.
- Inventories increased primarily as a result of the acquisition of Burt's Bees, higher commodity costs, and inventory build for supply chain restructuring.
- Accounts payable increased mainly due to the acquisition of Burt's Bees, increased commodity costs and timing of payments.
- Accrued liabilities decreased primarily due to the adoption of FASB Financial Interpretation No. 48 which resulted in income tax contingency accruals being reclassified from accrued liabilities to income taxes payable and long-term liabilities. This was partially offset by higher accruals related to the acquisition of Burt's Bees, increased trade and marketing spending levels, and the May 2007 increase in the quarterly dividend rate.

Supplemental Information – Cash Flow
(Unaudited)
As of March 31, 2008

Capital expenditures were \$32 million

Depreciation and amortization was \$56 million

Cash provided by operations

Net cash provided by operations was \$165 million, compared with \$172 million provided by operations in the year-ago quarter. The year-over-year decrease was mainly due to lower earnings.

- (1) Days of accounts payable is calculated as follows: average accounts payable / [(cost of products sold + change in inventory) / 90].
- (2) Working capital (WC) is defined in this context as current assets minus current liabilities excluding cash and short-term debt, based on end of period balances. Average working capital represents a two-point average of working capital.
- (3) Represents working capital at the end of the period divided by annualized net sales (*current quarter net sales x 4*).
- (4) Represents a two-point average of working capital divided by annualized net sales (*current quarter net sales x 4*).
- (5) Days calculations based on a two-point average.



Supplemental Information – Gross Margin Drivers

The table below provides details on the drivers of gross margin change versus the prior year.

| Driver | Change vs. Prior Year (basis points) | | | | | | | |
|--|--------------------------------------|----------------|----------------|---------------|---------------|---------------|----------------|----------------|
| | FY07 | | | | | FY08 | | |
| | Q1 | Q2 | Q3 | Q4 | FY | Q1 | Q2 | Q3 |
| Cost savings | +190 bp | +240 bp | +280 bp | +200 bp | +230 bp | +180 bp | +170 bp | +150 bp |
| Pricing changes | +210 bp | +160 bp | +140 bp | +80 bp | +150 bp | +50 bp | +40 bp | +80 bp |
| Market movement (commodities) | -280 bp | -190 bp | +40 bp | -40 bp | -110 bp | -120 bp | -170 bp | -350 bp |
| Manufacturing & logistics ⁽¹⁾ | -90 bp | -110 bp | -120 bp | -70 bp | -100 bp | -140 bp | -70 bp | -120 bp |
| All other ⁽²⁾ | +40 bp | 0 bp | -160 bp | -120 bp | -80 bp | 0 bp | -130 bp | -110 bp |
| Gross margin change vs prior year | +70 bp | +100 bp | +180 bp | +50 bp | +90 bp | -30 bp | -160 bp | -350 bp |

(1) “Manufacturing & logistics” includes the change in the cost of diesel fuel.

(2) “All other” includes all other drivers of gross margin change, which are usually insignificant in nature. Examples of drivers included: volume change, trade and consumer spending, restructuring and acquisition-related costs, foreign currency, etc. If a driver included in all other is deemed to be significant in a given period, it will be disclosed as part of the company’s earnings release.



Updated: 5-1-08

U.S. Price Increases from CY2003 - CY2005

| <u>Brand / Product</u> | <u>Average Increase</u> | <u>Effective Date</u> |
|---|-------------------------|-----------------------|
| Glad [®] trash bags | 6% | October 2003 |
| Charcoal | 5% | December 2003 |
| Cat litter | 4% | May 2004 |
| Glad [®] trash bags | 13% | February 2005 |
| GladWare [®] disposable containers | 12% | February 2005 |
| Clorox [®] liquid bleach | 9% | July 2005 |
| Clorox 2 [®] bleach for colors, Clorox Clean-Up [®] cleaner | 5% | July 2005 |
| Glad [®] food bags | 7% | August 2005 |
| Cat litter | 5% | October 2005 |

U.S. Price Increases from CY2006 - CY2008

| <u>Brand / Product</u> | <u>Average Increase</u> | <u>Effective Date</u> |
|---|-------------------------|-----------------------|
| Clorox [®] liquid bleach, Clorox Clean-Up [®] and Tilex [®] cleaners | 8% | January 2006 |
| Match Light [®] charcoal | 6% | January 2006 |
| Kingsford [®] lighter fluid | 10% | January 2006 |
| Armor All [®] auto-care products | 9% | January 2006 |
| STP [®] functional fuel products | 9% | January 2006 |
| Brita [®] pour-through filters | 7% | January 2006 |
| Brita [®] pitchers | 5% | January 2006 |
| GladWare [®] disposable containers | 9% | January 2006 |
| Glad [®] trash bags | 15% | February 2006 |
| Cat litter | 6% | June 2006 |
| STP [®] functional fuel products | 17% | October 2006 |
| Charcoal and lighter fluid | 4 – 8% | January 2007 |
| Hidden Valley Ranch [®] salad dressing | 6% | October 2007 |
| Charcoal | 6% | January 2008 |
| Armor All [®] and STP [®] auto-care products | 5 – 7% | January 2008 |
| Glad [®] trash bags and GladWare [®] disposable containers | 7% | February 2008 |
| Pine-Sol [®] cleaners | 13% | May 2008 |

Notes:

- Average % increase reflects brand averages rounded to the whole percent. Individual SKUs vary versus the average.
- This communication reflects pricing actions on primary items.