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)
5/12/2016  

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)
EVP-COO - Cleaning, Int'n'l

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>5/12/2016</td>
<td>F (1)</td>
<td></td>
<td>D $132.8800</td>
<td>10353.0000 (2)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3315.0000</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td>5/12/2016</td>
<td>F (1)</td>
<td></td>
<td>D $132.8800</td>
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<td></td>
<td>3315.0000</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Withholding of shares by the Company to satisfy tax obligations applicable to vesting of restricted stock.
(2) Includes 31 shares acquired pursuant to a dividend reinvestment feature of the Company's Stock Incentive Plan.

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>EVP-COO - Cleaning, Int'n'l</td>
</tr>
</tbody>
</table>

Signatures

By Angela Hilt, Attorney-in-Fact for  
5/16/2016  
** 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.

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.