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

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 ]

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   ___ Director
   ___ 10% Owner
   ___ Officer (give title below)
   ____ Other (specify below)
   EVP- COO - Cleaning, Int’l

3. Date of Earliest Transaction (MM/DD/YYYY)
   5/12/2015

4. If Amendment, Date Original Filed (MM/DD/YYYY)
   6. Individual or Joint/Group Filing (Check Applicable Line)
   ___ Form filed by One Reporting Person
   X Form filed by More than One Reporting Person

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>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>5/12/2015</td>
<td>F(1)</td>
<td>427,000</td>
<td>$107.49</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>5337,000</td>
<td></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</th>
<th>Conversion or Exercise Date</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Title of Underlying Derivative Security</th>
<th>Exercisable and Expiration Date</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
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</table>

Explanation of Responses:
(1) Withholding of shares by the Company to satisfy tax obligations applicable to vesting of restricted stock.
(2) Includes 19 shares acquired pursuant to a dividend 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’l</td>
</tr>
</tbody>
</table>

Signatures

By Angela Hilt, Attorney-in-Fact for
5/14/2015

** 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.