FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
(Title)

2. Issuer Name and Ticker or Trading Symbol

CLOROX CO /DE/ [ CLX ]

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

9/15/2015

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

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

6. Individual or Joint/Group Filing

(Check Applicable Line)

[ ] Form filed by One Reporting Person
[ ] 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>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option</td>
<td>9/15/2015</td>
<td>A</td>
<td>30420.0000</td>
<td>30420.0000</td>
<td>30420.0000</td>
</tr>
</tbody>
</table>

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

| Title of Derivative Security | Conversion or Exercise Price of Derivative Security | Trans. Date | Trans. Code | Deemed Execution Date, if any | Number of Derivative Securities Acquired (A) or Disposed of (D) | Amount of Securities Underlying Derivative Security | Price of Derivative Security | Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | Ownership Form: Direct (D) or Indirect (I) | Nature of Indirect Beneficial Ownership | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|----------------------------------------------------|-------------|-------------|------------------------------|------------------------------------------------------------------|-----------------------------------------------------|-----------------------------|--------------------------------------------------------------------------|---------------------------------------------|-----------------------------|----------------|----------------|-------------------------|
| Stock Option (Right to Buy)  | $111.6000                                           | 9/15/2015   | A           | 30420.0000                   | 9/15/2016                                                         | 9/15/2025                                                          | 30420.0000                   | 30420.0000                                                             | D                                           | Common Stock               | 30420.0000                   | 0.0000                    | D                        |

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

Signatures

By Angela Hilt, Attorney-in-Fact for

9/17/2015

**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.