

FORM 4

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

OMB APPROVAL
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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 * MATSCHULLAT ROBERT W (Last) (First) (Middle) 1221 BROADWAY (Street) OAKLAND, CA 94612-1888 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CLOROX CO /DE/ [CLX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/30/2016</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Stock Units	(1)	2/12/2016		A (2)	V	458.4862		(3)	(3)	Common Stock	458.4862	\$0.0000	76400.4739	D	
Deferred Stock Units	(1)	5/6/2016		A (2)	V	450.9303		(3)	(3)	Common Stock	450.9303	\$0.0000	76851.4042	D	
Deferred Stock Units	(1)	8/12/2016		A (2)	V	460.8089		(3)	(3)	Common Stock	460.8089	\$0.0000	77312.2131	D	
Deferred Stock Units	(1)	11/14/2016		A (2)	V	546.6658		(3)	(3)	Common Stock	546.6658	\$0.0000	77858.8789	D	
Deferred Stock Units	(1)	12/30/2016		A (4)		1136.5522		(3)	(3)	Common Stock	1136.5522	\$0.0000	78995.4311	D	

Explanation of Responses:

- (1) 1-for-1
- (2) Deferred Stock Units acquired through dividend reinvestment during the fiscal year pursuant to the Independent Directors' Deferred Compensation Plan.
- (3) The Deferred Stock Units will be settled 100% in Clorox stock in connection with the reporting person's retirement or other termination of service as a Director.
- (4) Annual award of Deferred Stock Units pursuant to the 2005 Stock Incentive Plan.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATSCHULLAT ROBERT W 1221 BROADWAY OAKLAND, CA 94612-1888	X			

Signatures

By Angela Hilt, Attorney-in-Fact for

1/4/2017

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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