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

Form 4 obligations may be subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person

MATSCHULLAT ROBERT W
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)

12/30/2016

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


5. Relationship of Reporting Person(s) to Issuer

☐ X Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

☐ X Direct (D) Ownership Beneficial Ownership (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)


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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Amount (A) (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>1/4/2017</td>
<td>D</td>
<td>1000</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount or Number of Shares Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership 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>Deferred Stock Units</td>
<td>12/30/2016</td>
<td>A</td>
<td>1000</td>
<td>1136.5522</td>
<td>$0.0000</td>
<td>Direct (D)</td>
<td>Beneficial Ownership (Instr. 4)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>MATSCHULLAT ROBERT W</td>
<td>Director</td>
</tr>
<tr>
<td>1221 BROADWAY</td>
<td>10% Owner</td>
</tr>
<tr>
<td>OAKLAND, CA 94612-1888</td>
<td>Officer</td>
</tr>
</tbody>
</table>

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).


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.