

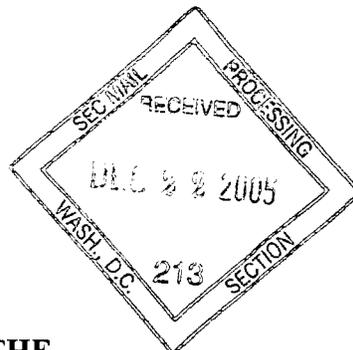
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549



05075246

FORM 11-K

**ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**



(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-07151

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**The Clorox Company 401(k) Plan
(formerly The Clorox Company Employee Retirement Investment Plan)**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**The Clorox Company
1221 Broadway
Oakland, CA 94612-1888**

PROCESSED

JAN 04 2006

THOMSON
FINANCIAL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

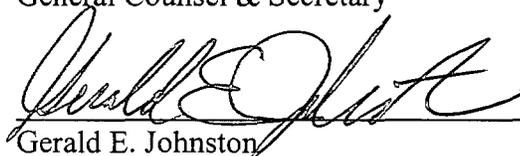
THE CLOROX COMPANY 401 (K) PLAN
(FORMERLY THE CLOROX COMPANY
EMPLOYEE RETIREMENT INVESTMENT
PLAN)

Date: December 21, 2005



Laura Stein
Senior Vice President -
General Counsel & Secretary

Date: December 21, 2005



Gerald E. Johnston
Chairman and Chief Executive Officer

Index to Exhibits

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of Ernst & Young LLP

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

The Clorox Company 401(k) Plan
For the fiscal years ended June 30, 2005 and 2004
with Report of Independent Registered Public Accounting Firm

The Clorox Company 401(k) Plan
Financial Statements and Supplemental Schedule
For the fiscal years ended June 30, 2005 and 2004

Contents

Report of Independent Registered Public Accounting Firm.....	1
Audited Financial Statements	
Statements of Net Assets Available for Benefits.....	2
Statements of Changes in Net Assets Available for Benefits.....	3
Notes to Financial Statements.....	4
Supplemental Schedule	
Schedule H, Line 4i — Schedule of Assets (Held At End of Year)	12

Report of Independent Registered Public Accounting Firm

To the participants and the Employee Benefits Committee of
The Clorox Company 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the Clorox Company 401(k) Plan as of June 30, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at June 30, 2005 and 2004, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of June 30, 2005, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst + Young LLP

November 18, 2005

The Clorox Company 401(k) Plan

Statements of Net Assets Available for Benefits

	June 30,	
	<u>2005</u>	<u>2004</u>
Assets		
Cash and cash equivalents	\$ 95,957	\$ 59,981
Investments, at fair value	567,967,220	524,223,345
Receivables:		
Employer contributions	19,444,822	19,284,841
Participant contributions	931,767	97,779
Due from brokers for securities sold	28,715	311,344
Total receivables	<u>20,405,304</u>	<u>19,693,964</u>
Net assets available for benefits	<u><u>\$588,468,481</u></u>	<u><u>\$543,977,290</u></u>

See accompanying notes.

The Clorox Company 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

	Fiscal Year Ended June 30,	
	2005	2004
Additions		
Investment income:		
Interest income and dividends	\$ 13,611,920	\$ 8,675,218
Net appreciation in fair value of investments	29,579,147	70,493,806
	43,191,067	79,169,024
Contributions:		
Employer	23,766,002	23,630,067
Participants	24,623,321	22,512,785
Rollovers	2,228,737	1,530,056
Total contributions	50,618,060	47,672,908
Total additions	93,809,127	126,841,932
Deductions		
Benefits paid to participants	49,254,850	51,950,535
Administrative expenses	63,086	63,078
Total deductions	49,317,936	52,013,613
Net increase	44,491,191	74,828,319
Net assets available for benefits:		
Beginning of year	543,977,290	469,148,971
End of year	\$ 588,468,481	\$ 543,977,290

See accompanying notes.

The Clorox Company 401(k) Plan

Notes to Financial Statements

June 30, 2005

1. Description of the Plan

The following description of The Clorox Company 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of The Clorox Company (the "Company") and its affiliated companies that have adopted the Plan. However, the following employees are not covered by the Plan: (i) leased employees, (ii) non-resident aliens with no United States source of income, and (iii) employees covered by a collective bargaining agreement, unless such coverage is specified in the written agreement. Participants are eligible to participate on the first day of employment following completion of one hour of service with the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Effective April 29, 2002, the Company established a non-leveraged employee stock ownership plan (the "ESOP") within the meaning of the Internal Revenue Code (the "Code") Section 4975(e)(7). The ESOP is maintained as part of the Plan and is designed to invest primarily in the Company's common stock. Subsequent to April 29, 2002, any contributions, money transferred from other investment funds, and loan repayments directed to be invested in the Company's common stock are maintained in a non-ESOP fund. On July 1 of each plan year, all the Company's common stock is automatically swept into the ESOP fund. If elected, the employees can receive stock dividends paid directly to them in cash once their shares of the Company's common stock have been swept into the ESOP.

The Employee Benefits Committee (the "Committee") administers the Plan. Effective April 1, 2004, T. Rowe Price Trust Company became the trustee of the Plan. Prior to this date, Putnam Fiduciary Trust Company served as the trustee of the Plan.

Contributions

Effective April 1, 2004, all participants may contribute from 1% to 25% of their compensation, on a pre-tax and after-tax basis, as defined in the Plan. Prior to this date, certain participants (excluding Cartersville participants) could contribute from 2% to 25% of their compensation, on a pre-tax basis, as defined in the Plan. Participant contributions, including catch up contributions, are subject to limits specified under the Code.

The Clorox Company 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Contributions (continued)

The Company matches 100% of eligible participants' pre-tax contributions, up to a maximum of \$1,000 per plan year. Effective April 1, 2004, participants' after-tax contributions are also matched by the Company; however, total matching contributions may not exceed \$1,000 during any plan year. Participants are eligible for the Company matching contribution after completing one year of service.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make a Value Sharing contribution (a profit sharing component of the Plan) in an amount determined by the Company. In 2005 and 2004, the Company approved a Value Sharing contribution of 6.93% and 7.63%, respectively, of eligible compensation. The Company Value Sharing contribution was allocated to the accounts of eligible participants in the same proportion that each eligible participant's compensation bears to the total compensation of all eligible participants. For fully vested participants, amounts in excess of 7% of compensation were paid in cash or remitted as contributions to The Clorox Company Nonqualified Deferred Compensation Plan for certain highly compensated employees. For nonvested participants, the amounts in excess of 7% were deposited into their Value Sharing contribution accounts. Participants who have completed one year of service and are employed on the last day of the plan year are eligible to receive the Value Sharing contribution. Union participants are not eligible for the Value Sharing contribution, except for union employees at the Jackson facility.

Investment Options

Participants direct the investment of their contributions and the Company contributions into the various investment options offered by the Plan. The Plan offers investments in the Company's common stock, mutual funds, and a money market fund. Effective April 1, 2004, participants are also allowed to direct their contributions to Tradelink Investments, a self-directed brokerage account which permits investments in additional mutual funds, common stocks, and other investment products.

The Clorox Company 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of: (a) Company matching and Value Sharing contributions and (b) plan earnings. Allocations are based on participant earnings or account balances, as defined in the Plan. At the discretion of the Committee, forfeited balances of terminated participants' nonvested accounts may be used to pay plan expenses, to reduce the Company's contributions to the Plan, or to restore accounts of previously terminated participants who subsequently resumed employment with the Company. The amounts of unallocated forfeitures related to nonvested accounts at June 30, 2005 and 2004 are \$1,179,238 and \$1,428,824, respectively. During 2005 and 2004, the Company used \$1,179,238 and \$1,424,660, respectively, of forfeitures to reduce the Company contributions.

Vesting

Participants are always fully vested in their individual contributions, Company matching contributions, and actual earnings thereon. Participants' vested interest in the value sharing contribution is determined according to the following schedule:

<u>Years of Service</u>	<u>Percentage</u>
Less than 3	0%
3	34%
4	66%
5	100%

Participants become immediately vested in the Value Sharing contribution upon reaching age 60, at death, or upon permanent disability.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1 to 5 years, or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a fixed rate (prime plus 1%) determined at the time of the loan. Principal and accrued interest are repaid ratably through payroll deductions.

The Clorox Company 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Payment of Benefits

The Plan provides for lump-sum distributions of the vested value of a participant's account at death, upon permanent disability, or upon termination of employment. The Plan also provides for installment distributions in limited instances as allowed by the Plan. Hardship withdrawals are permitted if certain criteria are met.

Administrative Expenses

The Company pays substantially all administrative expenses except for loan origination and maintenance fees that are deducted from the participant's account.

Plan Termination

Although the Company has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their accounts.

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The shares of mutual funds are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The money market fund is valued at historical cost plus accrued interest, which approximates fair value. Common stock, including the Company's common stock, is traded on a national securities exchange and is valued at the last reported sales price on the last business day of the plan year. The participant loans are valued at their outstanding balances, which approximates fair value.

The Clorox Company 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date basis.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan's management to make estimates that affect the amounts reported in the financial statements and accompanying footnotes. Actual results could differ from those estimates.

Risk and Uncertainties

The Plan provides for various investment options in common stock, mutual funds and a money market fund. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

3. Investments

The Plan's investments (including investments purchased, sold, and held during the year) appreciated in fair value as determined by quoted market prices as follows:

	Fiscal Year Ended June 30,	
	2005	2004
Common stock	\$ 6,040,577	\$ 30,241,957
Mutual funds	23,538,570	40,251,849
Net appreciation in fair value	<u>\$ 29,579,147</u>	<u>\$ 70,493,806</u>

The Clorox Company 401(k) Plan

Notes to Financial Statements (continued)

3. Investments (continued)

Investments that represent 5% or more of the fair value of the Plan's net assets are as follows:

	June 30,	
	2005	2004
The Clorox Company Common Stock	\$ 135,292,265	\$ 136,752,021
Dodge & Cox Balanced Fund	76,938,990	65,395,005
Federated Prime Obligation Money Market Fund	61,903,538	68,517,858
T. Rowe Price Mid-Cap Growth Fund	54,502,317	46,635,768
T. Rowe Price Growth Stock Fund	48,324,125	45,167,636
Vanguard Institutional Index Fund	47,209,026	46,059,780
T. Rowe Price U.S. Bond Index Fund	37,668,577	35,258,538
American Funds EuroPacific Growth Fund	32,977,561	*

* Fair value of investment is less than 5% of the Plan's net assets at June 30, 2004.

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the "IRS") dated October 20, 2003, stating that the Plan is qualified under Section 401(a) of the Code, and therefore the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes that the Plan, as amended, is qualified and the related trust is tax exempt.

5. Party-in-Interest Transactions

Transactions in shares of the Company's common stock qualify as party-in-interest transactions under the provisions of ERISA. During 2005 and 2004, the Plan made purchases of \$20,839,053 and \$31,449,177, respectively, and sales of \$31,036,427 and \$39,666,738, respectively, of the Company's common stock.

The Clorox Company 401(k) Plan

Notes to Financial Statements (continued)

5. Party-in-Interest Transactions (continued)

Certain Plan investments are shares of mutual funds managed by T. Rowe Price Trust Company (“T. Rowe Price”) and Putnam Fiduciary Trust Company (“Putnam”). T. Rowe Price is the trustee and recordkeeper effective April 1, 2004 and Putnam was the trustee and recordkeeper prior to April 1, 2004. Consequently, transactions with T. Rowe Price and Putnam qualify as party-in-interest transactions.

Supplemental Schedule

The Clorox Company 401(k) Plan

EIN 31-0595760 Plan 001

Schedule H, Line 4i — Schedule of Assets (Held At End of Year)

June 30, 2005

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Common stock:		
*	The Clorox Company	2,428,074 shares	\$ 135,292,265
	Money market fund:		
	Federated Prime Obligation Money Market Fund	61,903,538 shares	61,903,538
	Mutual funds:		
	Dodge & Cox Balanced Fund	973,542 shares	76,938,990
*	T. Rowe Price Mid-Cap Growth Fund	1,073,514 shares	54,502,317
*	T. Rowe Price Growth Stock Fund	1,833,237 shares	48,324,125
	Vanguard Institutional Index Fund	433,428 shares	47,209,026
*	T. Rowe Price U.S. Bond Index Fund	3,500,797 shares	37,668,577
	American Funds EuroPacific Growth Fund	918,339 shares	32,977,561
*	T. Rowe Price Small Cap Value Fund	753,770 shares	27,075,405
	Vanguard Mid-Cap Index Fund	824,038 shares	13,440,062
	Vanguard Target RTMT Income Fund	238,368 shares	2,517,168
	Vanguard Explorer Growth Fund	31,071 shares	2,169,695
	Vanguard Target Retirement 2015	145,298 shares	1,640,417
	Vanguard Target Retirement 2025	128,991 shares	1,480,812
	Vanguard Target Retirement 2035	169,352 shares	1,989,881
	Vanguard Target Retirement 2005	86,097 shares	949,653
	Vanguard Target Retirement 2045	67,209 shares	800,457
			349,684,146
	Self-directed brokerage accounts:		
	Tradelink Investments	Various investments, including mutual funds and common stock	3,223,619
	Voluntary Contribution Accounts	Various investments, including mutual funds and common stock	426,943
*	Participant loans	Interest rates ranging from 5.00% to 10.65%, maturing through 2019	17,436,709
	Total investments		\$ 567,967,220

* Indicates a party-in-interest to the Plan.

Note: Column (d), cost, has been omitted as all investments are participant-directed.

Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-41131- Post Effective Amendments No. 1 and No. 2) pertaining to The Clorox Company 401(k) Plan of our report dated November 18, 2005, with respect to the financial statements and schedule of The Clorox Company 401(k) Plan included in this Annual Report (Form 11-K) for the fiscal year ended June 30, 2005.

Ernst + Young LLP

San Francisco, California
December 19, 2005