

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>MILLER JOSEPH C</u>  (Last) (First) (Middle) <u>OIL-DRI CORPORATION OF AMERICA</u> <u>410 N. MICHIGAN AVENUE, 4TH FLOOR</u>  (Street) <u>CHICAGO IL 60611</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OIL DRI CORPORATION OF AMERICA [ ODC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Common Stock	07/25/2005		M <sup>(1)</sup>		5,000	A	\$6.15	5,000	D	
Common Stock	07/25/2005		M <sup>(1)</sup>		20,000	A	\$8	25,000	D	
Common Stock	07/25/2005		S		6,800	D	\$17.55	18,200	D	
Common Stock	07/25/2005		S		2,800	D	\$17.75	15,400	D	
Common Stock	07/25/2005		S		1,000	D	\$17.76	14,400	D	
Common Stock	07/25/2005		S		200	D	\$17.8	14,200	D	
Common Stock	07/25/2005		S		100	D	\$17.84	14,100	D	
Common Stock								2,000	I	Trustee for benefit of Marilyn A. Miller FIT Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to buy)	\$6.15	07/25/2005		M <sup>(1)</sup>			5,000	10/12/2003	10/12/2011	Common Stock	5,000	\$0	0	D	
Stock Options (Right to buy)	\$8	07/25/2005		M <sup>(1)</sup>			20,000	12/04/2002	12/04/2010	Common Stock	20,000	\$0	0	D	

**Explanation of Responses:**

1. Exercise of director stock options pursuant to the Oil-Dri Corporation of America Outside Director Stock Plan in a transaction exempt under rule 16b-3.

Maryon Gray by Power of Attorney

07/26/2005

\*\* 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).

\*\* 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.

