FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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## 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

JAFFEE DANIEL S						OIL DRI CORPORATION OF AMERICA  [ ODC ]									(Check all applicable)  X Director 10% Owner  V Officer (give title Other (specify						
(Last) (First) (Middle) 410 N. MICHIGAN AVE. SUITE 400						3. Date of Earliest Transaction (Month/Day/Year) 01/19/2007										X below) below)  President and CEO					
(Street) CHICAGO IL 60611-4213																i. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting					
(City) (State) (Zip)															Perso	n					
		Tab	le I - Noi	n-Deriv	vative	e Se	ecuriti	es A	cquired, I	Disp	posed (	of, or I	Bene	ficial	y Owne	t					
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)						ar)	2A. Deemed Execution Date if any (Month/Day/Ye		Code (Ir			rities Acquired (A) o			- Reporte	es ially Following d	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	Transac (Instr. 3	Transaction(s) (Instr. 3 and 4)					
Common Stock 01/19/2						2007			C <sup>(1)</sup>		400		A	<b>\$0</b> <sup>(2)</sup>	) 400		D				
Common Stock 01/19/2									S <sup>(3)</sup>		<u> </u>	400 D \$				0	D				
		T							quired, Di s, options						Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	ed Date,	4. Transaction Code (Instr 8)							7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		nount	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)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisable		opiration	Title	or Nu of	nount mber ares							
Class B Stock	\$0 <sup>(2)</sup>	01/19/2007			M <sup>(4)</sup>		400		(2)		(2)	Commo	n 2	100	\$9	130,98	2	D			
Class B Stock	\$0 <sup>(2)</sup>	01/19/2007						400	(2)		(2)	Commo	n 2	100	\$9	130,582		D			
Stock Options (Right to buy)	\$4.92								10/12/2003	10	)/12/2011	Class I Commo Stock	3 n 37	,500		37,500	)	D			
Stock Options (Right to buy)	\$9.432								09/23/2005	09	)/23/2013	Class I Commo Stock		,625		15,625	5	D			
Stock Options (Right to buy)	\$9	01/19/2007			M <sup>(4)</sup>			400	09/18/2000	09	9/18/2008	Class I Commo Stock		100	\$0	54,000		D			
Class B Stock	\$0								(2)		(2)	Commo Stock	n	2		2		I	By Spouse		
Stock Options (Right to buy)	\$9								09/18/2000	09	)/18/2008	Class I Commo Stock		314		5,314		I	By Spouse		
Class B Stock	\$0								(2)		(2)	Commo	n 80	,711		80,711		I	Partnership		
Class B Stock	\$0								(2)		(2)	Commo	n 2	278		278		I	Trustee1		
Class B Stock	\$0					Т	$\top$		(2)		(2)	Commo	n 2	293		293		I	Trustee2		
Class B Stock	\$0								(2)	$\top$	(2)	Commo	n 29	,717		29,717	7	I	Trustee3		
Class B Stock	\$0								(2)		(2)	Commo	n 29	,717		29,717	7	I	Trustee4		
Class B Stock	\$0					Г	$\top$		(2)		(2)	Commo	n 29	,717		29,717	7	I	Trustee5		

## **Explanation of Responses:**

- 1. Conversion of Class B Stock to Common Stock. Class B Stock may be converted at any time at the option of the holder into Common Stock on a share for share basis. See note 134 to SEC Release 34-288691.
- 2. Class B Stock may be converted at any time at the option of the holder into Common Stock on a share for share basis. See note 134 to SEC Release 34-288691
- 3. Sale, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of shares obtained through exercise of employee stock options.
- 4. Exercise of employee stock options pursuant to the Oil-Dri Corporation of America 1995 Long-Term Incentive Plan in a transaction exempt under rule 16b-3.

Maryon Gray by Power of 01/22/2007 <u>Attorney</u>

\*\* 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.

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