

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Amendment No. 1

OIL-DRI CORPORATION OF AMERICA

(Name of Issuer)

COMMON STOCK
and CLASS B STOCK
(IMMEDIATELY CONVERTIBLE INTO COMMON)

(Title of Class of Securities)

677864 10 0

(CUSIP Number)

MARYON GRAY, 410 N. MICHIGAN AVE., STE. 400, CHICAGO, IL 60611

312-321-1515

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

MARCH 10, 1998

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].
Previous filing on Schedule 13G pursuant to Rule 13d-1(c).

Check the following box if a fee is being paid with this statement [].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following page(s))

1 NAMES OF REPORTING PERSONS,
S.S. OR I.R.S. IDENTIFICATION NO.
Jaffee Investment Partnership, L.P. 36-4199570

2 CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United States

7 SOLE VOTING POWER
NUMBER OF 550,000 Class B Shares
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER
550,000 Class B Shares

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
550,000 Class B Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).
38.3% of the Class B Shares and 0% of the Common Shares, together
representing 29.3% of the voting power of Issuer's outstanding stock
at September 30, 1998.
If beneficially owned Class B Shares were converted to Common Shares,
total ownership would represent 11.1% of the Common Shares
outstanding.

14 TYPE OF REPORTING PERSON
PN

1 NAMES OF REPORTING PERSONS,
S.S. OR I.R.S. IDENTIFICATION NO.
Richard M. Jaffee ###-##-####

2 CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

7 SOLE VOTING POWER

NUMBER OF 638,455 Class B Shares
SHARES 20,292 Common Shares

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 80,387 Class B Shares
REPORTING PERSON WITH 100 Common Shares

9 SOLE DISPOSITIVE POWER

638,455 Class B Shares
20,292 Common Shares

10 SHARED DISPOSITIVE POWER

100 Common Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
718,842 Class B Shares
20,392 Common Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).
50.0% of the Class B Shares and .5% of the Common Shares, together
representing 38.4% of the voting power of Issuer's outstanding stock
at September 30, 1998.
If beneficially owned Class B Shares were converted to Common Shares,
total ownership would represent 14.4% of the Common Shares
outstanding.

14 TYPE OF REPORTING PERSON
IN

1 NAMES OF REPORTING PERSONS,
S.S. OR I.R.S. IDENTIFICATION NO.
Shirley H. Jaffee ###-##-####

2 CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

7 SOLE VOTING POWER
NUMBER OF 80,387 Class B Shares
SHARES

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 100 Common Shares
REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER
80,387 Class B Shares

10 SHARED DISPOSITIVE POWER
100 Common Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
80,387 Class B Shares
100 Common Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).
5.6% of the Class B Shares and 0% of the Common Shares, together
representing 4.3% of the voting power of Issuer's outstanding stock at
September 30, 1998.
If beneficially owned Class B Shares were converted to Common Shares,
total ownership would represent 1.8% of the Common Shares outstanding.

14 TYPE OF REPORTING PERSON
IN

 1 NAMES OF REPORTING PERSONS,
 S.S. OR I.R.S. IDENTIFICATION NO.
 Susan Jaffee Hardin ###-##-####

 2 CHECK THE APPROPRIATE BOX (a) []
 IF A MEMBER OF A GROUP (b) [X]

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

 7 SOLE VOTING POWER
 NUMBER OF 25,361 Class B Shares
 SHARES 4,701 Common Shares

 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
 37,653 Common Shares

 9 SOLE DISPOSITIVE POWER
 25,361 Class B Shares
 4,701 Common Shares

 10 SHARED DISPOSITIVE POWER
 100 Common Shares

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 25,361 Class B Shares
 42,354 Common Shares

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES [X]

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).
 1.8% of the Class B Shares and 1% of the Common Shares, together
 representing 1.6% of the voting power of Issuer's outstanding stock at
 September 30, 1998.
 If beneficially owned Class B Shares were converted to Common Shares,
 total ownership would represent 1.5% of the Common Shares outstanding.

 14 TYPE OF REPORTING PERSON
 IN

1 NAMES OF REPORTING PERSONS,
S.S. OR I.R.S. IDENTIFICATION NO.
Karen Jaffee Cofsky ###-##-####

2 CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

7 SOLE VOTING POWER

NUMBER OF 28,360 Class B Shares
SHARES 4,063 Common Shares

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 11,691 Common Shares
REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

28,360 Class B Shares
4,063 Common Shares

10 SHARED DISPOSITIVE POWER

301 Common Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
28,360 Class B Shares
15,754 Common Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).
2.0% of the Class B Shares and .4% of the Common Shares, together
representing 1.6% of the voting power of Issuer's outstanding stock at
September 30, 1998.
If beneficially owned Class B Shares were converted to Common Shares,
total ownership would represent 1.0% of the Common Shares outstanding.

14 TYPE OF REPORTING PERSON
IN

 1 NAMES OF REPORTING PERSONS,
 S.S. OR I.R.S. IDENTIFICATION NO.
 Nancy E. Jaffee ###-##-####

 2 CHECK THE APPROPRIATE BOX (a) []
 IF A MEMBER OF A GROUP (b) [X]

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

 7 SOLE VOTING POWER

NUMBER OF 28,692 Class B Shares
 SHARES 243 Common Shares

 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 100 Common Shares
 REPORTING
 PERSON WITH

 9 SOLE DISPOSITIVE POWER

28,692 Class B Shares
 243 Common Shares

 10 SHARED DISPOSITIVE POWER

100 Common Shares

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 28,692 Class B Shares
 343 Common Shares

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES [X]

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).
 2.0% of the Class B Shares and 0.0% of the Common Shares,
 together representing 1.5% of the voting power of Issuer's outstanding
 stock at September 30, 1998.
 If beneficially owned Class B Shares were converted to Common Shares,
 total ownership would represent 0.7% of the Common Shares outstanding.

 14 TYPE OF REPORTING PERSON
 IN

 1 NAMES OF REPORTING PERSONS,
 S.S. OR I.R.S. IDENTIFICATION NO.
 Daniel S. Jaffee ###-##-####

 2 CHECK THE APPROPRIATE BOX (a) []
 IF A MEMBER OF A GROUP (b) [X]

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

 7 SOLE VOTING POWER

NUMBER OF 58,775 Class B Shares
 SHARES 36,005 Common Shares

 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 4,102 Common Shares
 REPORTING

 9 SOLE DISPOSITIVE POWER

PERSON WITH 58,775 Class B Shares
 36,005 Common Shares

 10 SHARED DISPOSITIVE POWER

100 Common Shares

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 58,775 Class B Shares
 40,107 Common Shares

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES [X]

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).

4.2% of the Class B Shares and .9% of the Common Shares, together
 representing 3.4% of the voting power of Issuer's outstanding stock at
 September 30, 1998.

If beneficially owned Class B shares were converted to Common Shares,
 total ownership would represent 2.2% of the Common Shares outstanding.

 14 TYPE OF REPORTING PERSON
 IN

ITEM 1. SECURITY AND ISSUER

This statement relates to the Common Stock, par value \$.10 per share (and the Class B Stock, par value \$.10 per share immediately convertible into Common Stock) of Oil-Dri Corporation of America, a Delaware corporation ("Oil-Dri"). Oil-Dri's principal executive offices are located at 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611.

ITEM 2. IDENTITY AND BACKGROUND

- (a) Name: Jaffee Investment Partnership, L.P.
 State of Organization: Delaware
 Principal Business: Investment
 Address of Principal Business:
 Oil-Dri Corporation of America
 410 North Michigan Avenue
 Suite 400
 Chicago, Illinois 60611
- (d) No
 (e) No

* * * * *

- (a) Richard M. Jaffee
 (b) Oil-Dri Corporation of America
 410 North Michigan Avenue
 Suite 400
 Chicago, Illinois 60611
 (c) Chairman of the Board
 Oil-Dri Corporation of America
 410 North Michigan Avenue
 Suite 400
 Chicago, Illinois 60611
 (d) No
 (e) No
 (f) United States

* * * * *

- (a) Shirley H. Jaffee
 (b) Oil-Dri Corporation of America
 410 North Michigan Avenue
 Suite 400
 Chicago, Illinois 60611
 (c) None
 (d) No
 (e) No
 (f) United States

* * * * *

- (a) Susan Jaffee Hardin
- (b) Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611
- (c) Product Compliance Manager
Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, IL 60611
- (d) No
- (e) No
- (f) United States

* * * * *

- (a) Karen Jaffee Cofsky
- (b) Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611
- (c) Human Resources Director
Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611
- (d) No
- (e) No
- (f) United States

* * * * *

- (a) Nancy E. Jaffee
- (b) Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611
- (c) None
- (d) No
- (e) No
- (f) United States

* * * * *

- (a) Daniel S. Jaffee
- (b) Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611
- (c) President and CEO
Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611
- (d) No
- (e) No
- (f) United States

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

No purchase of securities of Oil-Dri Corporation of America ("Oil-Dri") was involved.

ITEM 4. PURPOSE OF TRANSACTION

The purpose of the transaction initially requiring filing of this Schedule 13D was to form the Jaffee Investment Partnership, L.P. The transaction which necessitated this Amendment to Schedule 13D was the repurchase by Oil-Dri Corporation of America ("Oil-Dri") of Common and Class B Shares from persons other than the persons named in Item 2, thus reducing the total number of shares (and votes related thereto) outstanding and increasing the percentage of such shares (and such votes) outstanding held by the persons named in Item 2. Oil-Dri repurchased 522,449 shares of stock during the fiscal year ended July 31, 1998, including 342,241 Class B shares on March 10, 1998. Oil-Dri's board of directors at its July, 1998 meeting authorized the repurchase of up to 200,000 additional shares of its outstanding Common and Class B Stock; Messrs. Richard M. Jaffee and Daniel S. Jaffee are directors and executive officer of Oil-Dri. In addition Mr. Richard M. Jaffee has discussed with Mr. Robert D. Jaffee the possibility of exchanging on a one-for-one basis, shares of Common Stock for up to 25,000 shares of Class B Common Stock owned by Mr. Robert D. Jaffee and has made the other persons named in Item 2 aware of Mr. Robert D. Jaffee's willingness to make such exchanges. The persons named in Item 2 are each considering such exchanges. No person named in Item 2 otherwise has any present plans or proposals which relate to or would result in (i) the acquisition by any person of securities of Oil-Dri or the disposition of securities of Oil-Dri, (ii) any extraordinary corporate transaction of Oil-Dri or its subsidiaries, (iii) a sale or transfer of a material amount of assets of Oil-Dri or its subsidiaries, (iv) any change in the board of directors or management of Oil-Dri, (v) any material change in Oil-Dri's present capitalization, dividend policy, business or corporate structure, (vi) any change to Oil-Dri's charter or bylaws or other actions that may impede the acquisition of

control of Oil-Dri by any person, (vii) causing Oil-Dri Common Stock to cease to be listed on the New York Stock Exchange, or to become eligible for termination of registration pursuant to Section 12(g)(4) under the Securities Exchange Act of 1934, or (viii) any action similar to those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Aggregate Number and Percentage of Class Beneficially owned

The aggregate number and percentage of Class B shares (outstanding at September 30, 1998) beneficially owned by each person named in Item 2 and the aggregate number and percentage of Common Shares (outstanding at September 30, 1998) beneficially owned by each such person is shown below.

The percentage of total voting power of all shares beneficially owned by each person is also shown. Note that Class B shares are entitled to 10 votes per share.

Name	# of Class B Shares	Detail of Class B Share Ownership	% of Class B Shares	# of Common Shares	Detail of Common Share Ownership	% of Common Shares	% of Common Shares if Class B Shares Owned Converted to Common
Jaffee Investment Partnership, LP	550,000		30.2%	0		0	11.1%
Voting Power							24.3%
Richard M. Jaffee	718,842	638,455 shares held by Richard M. Jaffee as Trustee under the Richard M. Jaffee Revocable Trust of 6/21/74.	70.4%	20,392	2,292 shares held by Richard M. Jaffee as Trustee under the Richard M. Jaffee Revocable Trust of 6/21/74.	.5%	14.4%
Voting Power							56.7%
		80,387 shares held by spouse, Shirley H. Jaffee, as trustee under the Shirley H. Jaffee Declaration of Trust of 7/12/93. Mrs. Jaffee has voted these shares consistent with Mr. Jaffee's voting.			100 shares held in joint tenancy with spouse. 18,000 shares are in the form of employee stock options exercisable within 60 days of the date of this filing		

Shirley H. Jaffee	80,387	80,387 shares held by Shirley H. Jaffee, as trustee under the Shirley H. Jaffee Declaration of Trust of 7/12/93.	34.6%	100	Held in joint tenancy with spouse.	0%
Voting Power 27.8%.						1.8%
Susan Jaffee Hardin	25,361	22,361 shares held directly.	31.6%	42,354	4,701 shares held directly.	1%
Voting Power 25.6%		3,000 shares held as trustee for minor children.			100 shares held in joint tenancy with spouse.	1.5%
					35,553 shares held by spouse, Richard M. Hardin.	
					2,000 shares are in the form of employee stock options exercisable by spouse, Richard M. Hardin, within 60 days of the date of this filing.	
					Mr. Hardin has voted his shares consistent with Ms. Hardin's voting.	

Karen Jaffee Cofsky	28,360	22,360 shares held directly.	31.6%	15,754	63 shares held directly.	.4%
Voting Power 25.5%		6,000 shares held as trustee for minor children.			301 shares held in joint tenancy with spouse.	1.0%
					4,000 shares are in the form of employee stock options exercisable within 60 days of the date of this filing.	
					390 shares held by spouse, Thomas F. Cofsky.	
					11,000 shares are in the form of employee stock options exercisable by spouse, Thomas F. Cofsky, within 60 days of this filing.	
					Mr. Cofsky has voted his shares consistent with Mrs. Cofsky's voting.	
Nancy E. Jaffee	28,692	22,692 shares held directly.	31.6%	343	243 shares held directly.	0%
Voting Power 25.4%		6,000 shares held as trustee for minor children.			100 shares held in joint tenancy with spouse.	.7%

Daniel S. Jaffee	58,775	23,861 shares held directly.	33.4%	40,107	3,005 shares held directly.	1.1% -----
Voting Power 27.1%		3,000 shares held as trustee for minor children.			100 shares held in joint tenancy with spouse.	2.2%
		15,963 shares held as trustee of the Shirley H. Jaffee 1993 Annuity Trust dated 5/17/93.			33,000 shares are in the form of employee stock options exercisable within 60 days of the date of this filing	
		15,951 shares held as trustee of the Richard M. Jaffee 1993 Annuity Trust dated 5/17/93.			2 shares held by spouse, Heidi M. Jaffee.	
					4,000 shares are in the form of employee stock options exercisable by spouse, Heidi M. Jaffee, within 60 days of the date of this filing.	
					Mrs. Jaffee has voted her shares consistent with Mr. Jaffee's voting.	
=====						

(b) The voting power and power of disposition of each person named in Item 2 is shown below.

Name	Sole Voting Power	Shared Voting Power	Detail of Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Detail of Shared Dispositive Power
Jaffee Investment Partnership, LP	550,000 Class B Shares	0		550,000 Class B Shares	0	
Richard M. Jaffee	638,455 Class B Shares 20,292 Common Shares	80,387 Class B Shares	80,387 Class B shares held by spouse, Shirley H. Jaffee, as trustee under the Shirley H. Jaffee Declaration of Trust of 7/12/93. Mrs. Jaffee has voted these shares consistent with Mr. Jaffee's voting.	638,455 Class B Shares	100 Common Shares	Common Shares held in joint tenancy with spouse.
		100 Common Shares	Common Shares held in joint tenancy with spouse.			
Shirley H. Jaffee	80,387 Class B Shares* *Voting of these shares has been consistent with Mr. Richard M. Jaffee's voting of his shares.	100 Common Shares	Common Shares Held in joint tenancy with spouse.	80,387 Class B Shares	100 Common Shares	Common Shares Held in joint tenancy with spouse.
Susan Jaffee Hardin	25,361 Class B Shares 4,701 Common Shares	37,653 Common Shares	Common Shares consist of 100 shares held in joint tenancy with spouse and 37,553 shares owned by spouse, Richard M. Hardin. Mr. Hardin has voted his shares consistent with Ms. Hardin's voting.	25,361 Class B Shares 4,701 Common Shares	100 Common Shares	Common Shares Held in joint tenancy with spouse.

Karen Jaffee Cofsky	28,360 Class B Shares 4,063 Common Shares	11,691 Common Shares	Common Shares consist of 301 shares held in joint tenancy with spouse and 11,390 shares owned by spouse, Thomas F. Cofsky. Mr. Cofsky has voted his shares consistent with Mrs. Cofsky's voting.	28,360 Class B Shares 63 Common Shares	301 Common Shares	Common Shares held in joint tenancy with spouse.
Nancy E. Jaffee	28,692 Class B Shares 243 Common Shares	100 Common Shares	Common Shares held in joint tenancy with spouse.	28,692 Class B Shares 243 Common Shares	100 Common Shares	Common Shares held in joint tenancy with spouse.
Daniel S. Jaffee	58,775 Class B Shares 36,005 Common Shares	4,102 Common Shares	Common Shares consist of 100 shares held in joint tenancy with spouse and 4,002 shares owned by spouse, Heidi M. Jaffee. Mrs. Jaffee has voted her shares consistent with Mr. Jaffee's voting.	58,775 Class B Shares 36,005 Common Shares	100 Common Shares	Common Shares Held in joint tenancy with spouse.

(c) Transactions in last 60 days for each person named in Item 2 are shown below. All of the transactions were private transfers or expirations or cancellations of employee stock options. Price per share was not applicable to the transactions.

On September 18, 1998 the Compensation and Stock Option Committee of the board of directors of Oil-Dri Corporation of America voted to give all employees holding employee stock options ("options") under the Oil-Dri Corporation of America Long-Term Incentive Plan ("Plan") the opportunity to have all options previously granted to them under the Plan canceled. These options would be replaced by employee stock options to purchase the same number of shares as were canceled at September 18, 1998's closing price. For the individuals named in Item 2 above and their spouses the new options would be for Class B Shares. These new options would vest 25% on each of the following dates: September 18, 2000, September 18, 2001, September 18, 2002, and September 18, 2003 and therefore do not currently result in beneficial ownership of Common Stock for purposes of Regulation 13D. This offer was accepted by all individuals named in Item 2 above and by the spouses of those individuals. This transaction resulted in a reduction of employee stock options exercisable within 60 days of this filing as detailed below.

Name	Date	# of Securities Involved	Nature of Transaction
Richard M. Jaffee	9/18/1998	11,875 Common Shares.	Cancellation of employee stock options to purchase 11,875 Common Shares.
Susan Jaffee Hardin	9/18/1998	1,781 Common Shares	Cancellation of employee stock options held by spouse to purchase 1,781 Common Shares.
Karen Jaffee Cofsky	9/18/1998	1,187 Common Shares.	Cancellation of employee stock options to purchase 1,187 Common Shares.
		5,937 Common Shares	Cancellation of employee stock options held by spouse to purchase 5,937 Common Shares.
Daniel S. Jaffee	9/18/1998	23,750 Common Shares	Cancellation of employee stock options to purchase 23,750 Common Shares.
		1,187 Common Shares	Cancellation of employee stock options held by spouse to purchase 1,187 Common Shares.

(d) No other person has the right to receive or the power to direct receipt of dividends from, or proceeds from the sale of, such securities.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Limited Partnership Agreement ("Agreement") of the Jaffee Investment Partnership, L.P. provides that, subject to the limitations of the Agreement, the General Partners manage the partnership business, with all rights and powers of general partners as provided in the Delaware Revised Uniform Partnership Act. It further provides that certain decisions (distributions to Partners, sale, assignment or mortgage of, grant of security interest in, or pledge of, a Partnership Interest, borrowing, or lending, or purchasing of any security) cannot be made and, unless otherwise specifically provided in the Agreement, other decision and acts cannot be taken, unless approved by a majority of the Units held by General Partners; no General Partner holds more than three of the outstanding ten Units. It grants the power and authority over day-to-day decisions to Richard M. Jaffee as Managing General Partner. (Day-to-day decisions include the investment and reinvestment of Partnership assets in

any property, including stock of any corporation, and execution of any documents deemed by the Managing General Partner to be necessary for the Partnership to conduct its business.) (See Exhibit 2 to the initial filing of this Schedule 13D, incorporated herein by reference.) Based upon consultation with counsel, the Partnership and its General Partners have concluded that the initial filing of the Schedule 13D incorrectly characterized the Partnership and its General Partners as a group, and this Amendment corrects that characterization. See Southland Corporation, SEC No Action Letter (1987).

The Agreement is not clear as to whether Richard M. Jaffee, as the Managing General Partner, has the power to unilaterally dispose of or vote Oil-Dri stock held by the Partnership, and as to whether, if he has such power, it can be overridden by action of the General Partners by a majority of the Units. Accordingly, based on consultation with counsel, Mr. Jaffee acknowledges the possibility, for purposes of Regulation 13D, that he could be deemed to beneficially own, but disclaims ownership of, the Partnership's 550,000 shares of Class B Common Stock (and the 550,000 shares of Common Stock into which such Class B Common Stock is convertible), which would be in addition to the Class B Common Stock and Common Stock otherwise shown herein as owned by him.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1 Exhibit Pursuant To Article 13D-1 (k)(1)(iii)
 Exhibit 2 Jaffee Investment Partnership, LP
 Partnership Agreement*
 Exhibit 3 Power of Attorney

* Incorporated by reference to Schedule 13D, dated January 19, 1998, filed by the Reporting Persons.

This Amendment No. 1 to Schedule 13D is filed on behalf of all of the persons identified on the Cover Page as Reporting Persons and includes, as Exhibit 1 attached, the agreement of all of those persons that such statement is filed on behalf of each of them. This Amendment also amends the Schedule 13D filed solely by Mr. Richard M. Jaffee, which was last previously amended on January 21, 1998.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: November 10, 1998

JAFFEE INVESTMENT PARTNERSHIP, L.P.

By /s/ RICHARD M. JAFFEE

Richard M. Jaffee
Managing General Partner

/s/ RICHARD M. JAFFEE

Richard M. Jaffee

/s/ SHIRLEY H. JAFFEE

Shirley H. Jaffee

/s/ SUSAN JAFFEE HARDIN

Susan Jaffee Hardin

/s/ KAREN JAFFEE COFSKY

Karen Jaffee Cofsky

/s/ NANCY E. JAFFEE

Nancy E. Jaffee

/s/ DANIEL S. JAFFEE

Daniel S. Jaffee

EXHIBIT 1 PURSUANT TO RULE 13d-1 (k) (iii) TO SCHEDULE 13D
OIL-DRI CORPORATION OF AMERICA
FOR JAFFEE INVESTMENT PARTNERSHIP, L.P. ET AL

The statement on Schedule 13D for Jaffee Investment Partnership, L.P. and each of the undersigned is filed on behalf of Jaffee Investment Partnership, L.P. and each of the undersigned.

JAFFEE INVESTMENT PARTNERSHIP, L.P.

By /s/ RICHARD M. JAFFEE

Richard M. Jaffee
Managing General Partner

/s/ RICHARD M. JAFFEE

Richard M. Jaffee

/s/ SHIRLEY H. JAFFEE

Shirley H. Jaffee

/s/ SUSAN JAFFEE HARDIN

Susan Jaffee Hardin

/s/ KAREN JAFFEE COFSKY

Karen Jaffee Cofsky

/s/ NANCY E. JAFFEE

Nancy E. Jaffee

/s/ DANIEL S. JAFFEE

Daniel S. Jaffee

EXHIBIT 3

POWER OF ATTORNEY

The undersigned hereby appoint Maryon Gray and Mary Geroch, and each of them, with full power of substitution, as his or her attorneys-in-fact, to prepare and sign for himself or herself and on his or her behalf any and all filings on Schedule 13D and any amendments thereto, and any other forms which may be required by the Securities and Exchange Commission pursuant to the requirements of Regulation 13D-G of the Securities Exchange Act of 1934, and to file the same with (i) the Securities and Exchange Commission and (ii) any securities exchange upon which any of securities of Oil-Dri Corporation may then be admitted or listed for trading. The undersigned further grants to Maryon Gray and Mary Geroch authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact, or any of them, or any of their substitutes, may do or cause to be done by virtue hereof.

Date: October 19, 1998

JAFFEE INVESTMENT PARTNERSHIP, L.P.

By /S/ RICHARD M. JAFFEE

Richard M. Jaffee
Managing General Partner

/s/ RICHARD M. JAFFEE

Richard M. Jaffee

/s/ SHIRLEY H. JAFFEE

Shirley H. Jaffee

/s/ SUSAN JAFFEE HARDIN

Susan Jaffee Hardin

/s/ KAREN JAFFEE COFSKY

Karen Jaffee Cofsky

/s/ NANCY E. JAFFEE

Nancy E. Jaffee

/s/ DANIEL S. JAFFEE

Daniel S. Jaffee