SEC 2	Form 4
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burde	en
hours per response:	0.5

	ions may contir tion 1(b).	nue. See		Filed p				6(a) of the Sec ne Investment			1934		hours p	oer resp	oonse:	0.5
1. Name and Address of Reporting Person* <u>JAFFEE DANIEL S</u>				<u>(</u>		<u>DRI C</u>		icker or Tradir PORATIC		MERIC		Relationship o neck all applic X Directo	able)	Perso	on(s) to Issu 10% Ov	
(Last) (First) (Middle)												X Officer below)	(give title		Other (s below)	pecify
410 N. MICHIGAN AVE. SUITE 400				3. Date of Earliest Transaction (Month/Day/Year) 03/14/2006								President	and (CEO		
(Street) CHICAC	GO II	_	60611-4213	4	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applica Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	itate)	(Zip)									Person				
		Та	ble I - Non-D	erivat	ive S	ecuriti	es A	cquired, I	Disposed	of, or B	eneficial	y Owned				
1. Title of Security (Instr. 3)		Da	Transacti Ite onth/Day		2A. Deemed Execution Date if any (Month/Day/Yea		te, Transaction Disposed Code (Instr.			ies Acquired (A) or Of (D) (Instr. 3, 4 and 5		5. Amount of Securities Beneficially Owned Following		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	V Amour	nt (A) (D)	or Price	Reported Transacti (Instr. 3 a	on(s)			Instr. 4)
			Table II - De (e.					quired, Di ts, options				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	Code	action (Instr.	5. Numl of Derivati	ive	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amo Securities Under Derivative Secur (Instr. 3 and 4)			Underlying Security	8. Price of Derivative Security	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	.	y Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
	Derivative Security		(Month/Day/Year			Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr.		·	(Instr. 3 a	na 4)	(Instr. 5)	Beneficial Owned Following Reported Transactio		Direct (D) or Indirect (I) (Instr. 4)	
	Derivative		(Month/Day/Year	Code	v	Acquire (A) or Dispose of (D) (I	ed ed nstr.	Date Exercisable	Expiration Date	(Instr. 3 al	Amount or Number of Shares	(Instr. 5)	Beneficial Owned Following Reported Transactio		or Indirect	
Class B Stock	Derivative	03/14/2006	(Month/Day/Year		v	Acquire (A) or Dispose of (D) (I 3, 4 and	ed nstr. 15)		Expiration		Amount or Number of	(Instr. 5)	Beneficial Owned Following Reported Transactio	on(s)	or Indirect	
	Derivative Security	03/14/2006	(Month/Day)rear	Code	v	Acquire (A) or Dispose of (D) (I 3, 4 and (A)	ed nstr. 15)	Exercisable	Expiration Date	Title	Amount or Number of Shares		Beneficial Owned Following Reported Transactic (Instr. 4)	on(s)	or Indirect (I) (Instr. 4)	
Stock Class B	Security \$0	03/14/2006	(Month/Day)/Year	Code	v	Acquire (A) or Dispose of (D) (I 3, 4 and (A)	ed nstr. 15)	(2)(3)	Expiration Date	Title Common Stock	Amount or Number of Shares 70,000	\$0	Beneficial Owned Following Reported Transactic (Instr. 4)	on(s)	or Indirect (I) (Instr. 4) D	(Instr. 4)
Stock Class B Stock Class B	Security \$0 \$0	03/14/2006	(Month/Day)/Year	Code	v 	Acquire (A) or Dispose of (D) (I 3, 4 and (A)	ed nstr. 15)	(2)(3) (2)	Expiration Date (2) (2)	Title Common Stock Common Stock Common	Amount or Number of Shares 70,000 2	\$0	Beneficial Owned Following Reported Transactic (Instr. 4)	on(s)	or Indirect (I) (Instr. 4) D I	By Spouse
Stock Class B Stock Class B Stock Class B Stock Class B	Security \$0 \$0 \$0	03/14/2006		Code	v	Acquire (A) or Dispose of (D) (I 3, 4 and (A)	ed nstr. 15)	Exercisable (2)(3) (2) (2)	Expiration Date (2) (2) (2)	Title Common Stock Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 70,000 2 64,569.1	\$0	Beneficial Owned Following Reported Transactic (Instr. 4) 104,46 2 64,569.1	on(s)	or Indirect (I) (Instr. 4) D I I	(Instr. 4) By Spouse Partnership
Stock Class B Stock Class B Stock Class B	Security \$0 \$0 \$0 \$0 \$0	03/14/2006		Code		Acquire (A) or Dispose of (D) (I 3, 4 and (A)	ed nstr. 15)	Exercisable (2)(3) (2) (2) (2) (2)	Expiration (2) (2) (2) (2) (2)	Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 70,000 2 64,569.1 366	\$0	Beneficial Owned Following Reported Transactic (Instr. 4) 104,46 2 64,569.3 366	i6 18	or Indirect (I) (Instr. 4) D I I	(Instr. 4) By Spouse Partnership Trustee1
Stock Class B Stock Class B	Security \$0 \$0 \$0 \$0 \$0 \$0	03/14/2006		Code		Acquire (A) or Dispose of (D) (I 3, 4 and (A)	ed nstr. 15)	Exercisable (2)(3) (2) (2) (2) (2) (2) (2) (2)	Expiration Date (2) (2) (2) (2) (2) (2) (2)	Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 70,000 2 64,569.1 366 381	\$0 \$0 }	Beneficial Owned Following Reported Transactic (Instr. 4) 104,46 2 64,569.3 366 381	59	or Indirect (I) (Instr. 4) D I I I I I	<pre>(Instr. 4) (Instr. 4) By Spouse By Spouse Partnership Trustee1 Trustee2</pre>

Explanation of Responses:

1. Restricted Stock granted pursuant to the Oil-Dri Corporation of America 2006 Long Term Incentive Plan ("Plan") in a transaction exempt under rule 16b-3.

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. 20% of the shares will become non-forfeitable on December 6, 2006; and an additional 20% on each of the four subsequent anniversaries of that date, provided Reporting Person is employed by the Issuer on those dates, and further provided that the Plan is adopted by the Issuer's stockholders prior to December 6, 2006.

N	<u> 1aryon Gray by Power of</u>
A	<u>attorney</u>
**	Signature of Reporting Person

03/17/2006

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.

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 Number.