

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

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

1. Name and Address of Reporting Person* <u>JAFFEE RICHARD M</u> (Last) (First) (Middle) <u>410 N. MICHIGAN AVE.</u> <u>SUITE 400</u> (Street) <u>CHICAGO IL 60611</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OIL DRI CORPORATION OF AMERICA [</u> <u>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>01/28/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	100	100	D		
Class B Stock	\$0	01/28/2004		G ⁽¹⁾		444		08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock	444	\$0	230,401	I	Trust1 ⁽³⁾
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	230,578.6	230,578.6	I	Partnership1	
Class B Stock	\$0	01/28/2004		G ⁽⁴⁾		443 ⁽⁵⁾		08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock	443	\$0	92,500	I	Trust2 ⁽⁶⁾
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	230,578.6	230,578.6	I	Partnership2	

Explanation of Responses:

- Transfer from Richard M. Jaffee Annuity Trust, Daniel S. Jaffee Trustee, to Richard M. Jaffee Revocable Trust, Richard M. Jaffee Trustee
- 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
- Richard M. Jaffee as Trustee under the Richard M. Jaffee Revocable Trust dated 6/21/74, as amended.
- Transfer from Shirley H. Jaffee Annuity Trust, Daniel S. Jaffee Trustee, to Shirley H. Jaffee Declaration Trust, Shirley H. Jaffee Trustee
- The Trust2 balance shown on Richard M. Jaffee's amended Form 4 filed 1/30/2004, which did not report any transaction related to Trust2, was incorrect due to an error in the third party software used to file that form.
- Shirley H. Jaffee (spouse of Richard M. Jaffee) as Trustee under the Shirley Jaffee Declaration of Trust dated 7/12/93.

Maryon Gray by Power of Attorney 01/30/2004

** 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.

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.