

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>JAFFEE DANIEL S</b>  (Last) (First) (Middle) <b>410 N. MICHIGAN AVE.</b> <b>SUITE 400</b>  (Street) <b>CHICAGO IL 60611-4213</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OIL DRI CORPORATION OF AMERICA [ ODC ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/19/2006</b>	
	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 <input type="checkbox"/> 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	12/19/2006		C <sup>(1)</sup>		675	A	\$0 <sup>(2)</sup>	675	D	
Common Stock	12/19/2006		S		300	D	\$15.81	375	D	
Common Stock	12/19/2006		S		100	D	\$15.94	275	D	
Common Stock	12/19/2006		S		275	D	\$15.95	0	D	
Common Stock	12/20/2006		C <sup>(1)</sup>		1,100	A	\$0 <sup>(2)</sup>	1,100	D	
Common Stock	12/20/2006		S		100	D	\$15.57	1,000	D	
Common Stock	12/20/2006		S		1,000	D	\$15.6	0	D	
Common Stock	12/21/2006		C <sup>(1)</sup>		20,100	A	\$0 <sup>(2)</sup>	20,100	D	
Common Stock	12/21/2006		S		20,100	D	\$15.4	0	D	

**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	Amount or Number of Shares				
Class B Stock	\$0	12/19/2006		M <sup>(3)</sup>		675		(2)	(2)	Common Stock	675	\$9	131,257 <sup>(4)</sup>	D	
Class B Stock	\$0 <sup>(2)</sup>	12/19/2006		C <sup>(1)</sup>		675		(2)	(2)	Common Stock	675	\$0	130,582 <sup>(4)</sup>	D	
Class B Stock	\$0	12/20/2006		M <sup>(3)</sup>		1,100		(2)	(2)	Common Stock	1,100	\$9	131,682 <sup>(4)</sup>	D	
Class B Stock	\$0 <sup>(2)</sup>	12/20/2006		C <sup>(1)</sup>		1,100		(2)	(2)	Common Stock	1,100	\$0	130,582 <sup>(4)</sup>	D	
Class B Stock	\$0	12/21/2006		M <sup>(3)</sup>		20,100		(2)	(2)	Common Stock	20,100	\$9	150,682 <sup>(4)</sup>	D	
Class B Stock	\$0 <sup>(2)</sup>	12/21/2006		C <sup>(1)</sup>		20,100		(2)	(2)	Common Stock	20,100	\$0	130,582 <sup>(4)</sup>	D	
Stock Options (Right to buy)	\$4.92							10/12/2003	10/12/2011	Class B Common Stock	37,500		37,500 <sup>(4)</sup>	D	
Stock Options (Right to buy)	\$9.432							09/23/2005	09/23/2013	Class B Common Stock	15,625		15,625 <sup>(4)</sup>	D	
Stock Options (Right to buy)	\$9	12/19/2006		M <sup>(3)</sup>		675		09/18/2000	09/18/2008	Class B Common Stock	675	\$9	81,200 <sup>(4)</sup>	D	

**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	Amount or Number of Shares				
Stock Options (Right to buy)	\$9	12/20/2006		M <sup>(3)</sup>			1,100	09/18/2000	09/18/2008	Class B Common Stock	1,100	\$9	80,100 <sup>(4)</sup>	D	
Stock Options (Right to buy)	\$9	12/21/2006		M <sup>(3)</sup>			20,100	09/18/2000	09/18/2008	Class B Common Stock	20,100	\$9	60,000 <sup>(4)</sup>	D	
Class B Stock	\$0							(2)	(2)	Common Stock	2		2	I	By Spouse
Stock Options (Right to buy)	\$9							09/18/2000	09/18/2008	Class B Common Stock	5,312		5,314 <sup>(4)</sup>	I	By Spouse
Class B Stock	\$0							(2)	(2)	Common Stock	80,711		80,711 <sup>(4)</sup>	I	Partnership
Class B Stock	\$0							(2)	(2)	Common Stock	281		278 <sup>(4)</sup>	I	Trustee1
Class B Stock	\$0							(2)	(2)	Common Stock	295		293 <sup>(4)</sup>	I	Trustee2
Class B Stock	\$0							(2)	(2)	Common Stock	29,716		29,717 <sup>(4)</sup>	I	Trustee3
Class B Stock	\$0							(2)	(2)	Common Stock	29,716		29,717 <sup>(4)</sup>	I	Trustee4
Class B Stock	\$0							(2)	(2)	Common Stock	29,716		29,717 <sup>(4)</sup>	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. 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.
4. The number of securities beneficially owned has been adjusted to reflect a stock dividend effective September 8, 2006 of 0.25 share for each share of the issuer's Common or Class B stock beneficially owned by the reporting person on August 4, 2006.

Maryon Gray by Power of Attorney

12/21/2006

\*\* 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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