

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>JAFFEE DANIEL S</u>  (Last) (First) (Middle) 410 N. MICHIGAN AVE. SUITE 400  (Street) CHICAGO IL 60611-4213  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OIL DRI CORPORATION OF AMERICA [ ODC ]</u>	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) 03/16/2006	
	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	03/16/2006		C <sup>(1)</sup>		100	A	\$0	100	D	
Common Stock	03/16/2006		S		100	D	\$19.36	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 Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Stock	\$0	03/16/2006		M <sup>(2)</sup>		100		(3) <sup>(4)</sup>	(3)	Common Stock	100	\$11.25	104,566	D	
Class B Stock	\$0	03/16/2006		C <sup>(1)</sup>		100		(3) <sup>(4)</sup>	(3)	Common Stock	100	\$0	104,466	D	
Stock Options (Right to buy)	\$11.25	03/16/2006		M <sup>(2)</sup>		100		09/18/2000	09/18/2008	Class B Common Stock	100	\$0	89,900	D	
Class B Stock	\$0							(3)	(3)	Common Stock	2		2	I	By Spouse
Stock Options (Right to buy)	\$11.25							09/18/2000	09/18/2008	Class B Common Stock	4,250		4,250	I	By Spouse
Class B Stock	\$0							(3)	(3)	Common Stock	64,569.18		64,569.18	I	Partnership
Class B Stock	\$0							(3)	(3)	Common Stock	366		366	I	Trustee1
Class B Stock	\$0							(3)	(3)	Common Stock	381		381	I	Trustee2
Class B Stock	\$0							(3)	(3)	Common Stock	23,773.59		23,773.59	I	Trustee3
Class B Stock	\$0							(3)	(3)	Common Stock	23,773.59		23,773.59	I	Trustee4
Class B Stock	\$0							(3)	(3)	Common Stock	23,773.59		23,773.59	I	Trustee5

**Explanation of Responses:**

- 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.
- 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.
- 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
- 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.

Marion Gray by Power of Attorney

03/17/2006

\*\* 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.

**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.**