

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>JAFFEE DANIEL S</u> (Last) (First) (Middle) <u>410 N. MICHIGAN AVE.</u> <u>SUITE 400</u> (Street) <u>CHICAGO IL 60611-4213</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Oil-Dri Corp of America [ODC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2020</u> | |
| | 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 | 04/30/2020 | | c ⁽¹⁾ | | 1,983 | A | \$0 | 1,983 | D | |
| Common Stock | 04/30/2020 | | s ⁽²⁾ | | 1,955 | D | \$36.4 ⁽³⁾ | 28 | D | |
| Common Stock | 04/30/2020 | | s ⁽²⁾ | | 28 | D | \$37.5 | 0 | D | |
| Common Stock | 05/01/2020 | | c ⁽¹⁾ | | 370 | A | \$0 | 370 | D | |
| Common Stock | 05/01/2020 | | s ⁽²⁾ | | 370 | D | \$37.52 ⁽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 |
| Class B Stock | \$0.0 ⁽⁵⁾ | 04/30/2020 | | C | | | 1,983 | (5) | (5) | Common Stock | 1,983 | \$0 | 483,281 | D | |
| Class B Stock | \$0.0 ⁽⁵⁾ | 05/01/2020 | | C | | | 370 | (5) | (5) | Common Stock | 370 | \$0 | 482,911 | D | |

Explanation of Responses:

- Represents shares of Class B Stock converted into Common Stock at a fixed share-for-share basis pursuant to the Certificate of Incorporation of Oil-Dri Corporation of America, as amended.
- These shares were sold in compliance with a Rule 10b5-1 sales plan adopted by the reporting person on March 19, 2020.
- This transaction was executed in multiple trades at prices ranging from \$35.53 to \$36.51. The price reported above reflects the weighted average sale price rounded to the nearest cent. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$37.50 to \$37.59. The price reported above reflects the weighted average sale price rounded to the nearest cent. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Class B Stock may be converted pursuant to the terms of the Certificate of Incorporation of Oil-Dri Corporation of America, as amended.

Remarks:

/s/ Laura G. Scheland by 05/04/2020
Power of Attorney

** 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.