SEC Form 4

 \square

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average hurden

Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LIBERT JEFFREY M</u>			2. Issuer Name and Ticker or Trading Symbol OIL DRI CORP OF AMERICA [ODC]	(Check	tionship of Reporting Pe all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify
	() (: - - -)	3. Date of Earliest Transaction (Month/Day/Year)	- X	below)	below)	
(Last) (First) (Middle)		(Middle)	03/22/2012		Vice President	and CEO
410 N. MICHIGAN AVE.			05/22/2012		vice i resident	
SUITE 400						
			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filir	ng (Check Applicable
(Street)				Line)		
CHICAGO	Ц	60611-4213		X	Form filed by One Rep	oorting Person
	IL	00011-4213	_		Form filed by More that Person	an One Reporting
(City)	(State)	(Zip)				

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)	Transaction Code (Instr.				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/22/2012		M ⁽¹⁾		3,590	A	\$9.112	13,600	D	
Common Stock	03/22/2012		S		3,590	D	\$20.5	10,010	D	
Common Stock	03/23/2012		M ⁽¹⁾		110	A	\$9.112	10,120	D	
Common Stock	03/23/2012		S		13	D	\$20.5	10,107	D	
Common Stock	03/23/2012		S		97	D	\$20.68	10,010	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 2. 3. Transaction 4 9. Number of 10. 11. Nature Ownership Derivative Conversion .. Transaction Expiration Date (Month/Day/Year) Execution Date, Amount of Derivative derivative of Indirect (Month/Day/Year) Derivative Security or Exercise if anv Code (Instr. Securities Security Securities Form: Beneficial Securities Acquired (A) or Disposed (Instr. 3) Price of Derivative (Month/Dav/Year) 8) Underlying Derivative Security (Instr. 5) Beneficially Direct (D) or Indirect Ownership (Instr. 4) Owned Following Security (Instr. 3 and 4) (I) (Instr. 4) Reported of (D) Transaction(s) (Instr. 3, 4 and 5) (Instr. 4) Amount or Number Expiration Date of (A) (D) Title Shares Code v Exercisable Date Stock Options Commo \$9.112 03/22/2012 **M**⁽¹⁾ 06/10/2005⁽¹⁾ 06/10/2013 3.590 \$<mark>0</mark> 6,110 D 3,590 (Right to Stock Buy) Stock Options Common 03/23/2012 **M**⁽¹⁾ \$9.112 110 06/10/2005⁽¹⁾ 06/10/2013 110 \$<mark>0</mark> 6,000 D (Right to Stock Buv)

Explanation of Responses:

1. 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.

/s/ Douglas A. Graham b	v
Power of Attorney	

03/23/2012

Date

** Signature of Reporting Person

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.