FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	OVAL
l	OMB Number:	3235-0287
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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 Addre			er Name <b>and</b> Ticke		-	,		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
SMITH DAI	NIEL THOM						$\perp$ x	Director Officer (give title	10% ( Other	Owner (specify				
(Last) (First) (Middle) 410 N. MICHIGAN AVE. SUITE 400				e of Earliest Transac /2007	ction (M	onth/[	Day/Year)	_ ^	Vice President & Chief Accutg					
(Street) CHICAGO IL 6061		60611-4213		4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				
(City)	(State)	(Zip)												
		Table I - Non-l	Derivative S	ecurities Acq	uired,	Dis	oosed of,	or Ben	eficially	Owned				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)				Execution Date,		ction Instr.	4. Securities Disposed Of 5)	Acquired (D) (Instr	(A) or . 3, 4 and	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			07/06/2007		M <sup>(1)</sup>		600	A	\$6.4	2,115(2)	D			
Common Stock 07/0			07/06/2007		S		600	D	\$17.75	1,515 <sup>(2)</sup>	D			
Common Stock			07/09/2007		M <sup>(1)</sup>		1,100	A	\$6.4	2,615 <sup>(2)</sup>	D			
Common Stock		07/09/2007		S		1,100	D	\$17.75	1,515 <sup>(2)</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. Transa Code ( 8)		of		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)	\$4.92							10/12/2003	10/12/2011	Common Stock	12,500		12,500 <sup>(2)</sup>	D	
Stock Options (Right to buy)	\$9.432							09/23/2005	09/23/2013	Common Stock	6,250		6,250 <sup>(2)</sup>	D	
Stock Options (Right to buy)	\$6.4	07/06/2007		M <sup>(1)</sup>			600	12/04/2000	12/04/2010	Common Stock	600	\$0 <sup>(3)</sup>	11,900 <sup>(2)</sup>	D	
Stock Options (Right to buy)	\$6.4	07/09/2007		M <sup>(1)</sup>			1,100	12/04/2000	12/04/2010	Common Stock	1,100	(3)	10,800 <sup>(2)</sup>	D	

## **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.
- 2. 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.
- 3. Price of the Stock Option is zero.

Maryon Gray by Power of <u>Attorney</u>

07/09/2007

\*\* 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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