

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 | |
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|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>LIBERT JEFFREY M</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 CORP OF AMERICA [ODC]</u> _____ 3. Date of Earliest Transaction (Month/Day/Year) 03/20/2012 | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President and CFO | | |
| 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 | 03/20/2012 | | M ⁽¹⁾ | | 2,800 | A | \$9.112 | 12,810 | D | |
| Common Stock | 03/20/2012 | | S | | 1 | D | \$20.61 | 12,809 | D | |
| Common Stock | 03/20/2012 | | S | | 1 | D | \$20.68 | 12,808 | D | |
| Common Stock | 03/20/2012 | | S | | 100 | D | \$20.52 | 12,708 | D | |
| Common Stock | 03/20/2012 | | S | | 200 | D | \$20.5223 | 12,508 | D | |
| Common Stock | 03/20/2012 | | S | | 100 | D | \$20.6 | 12,408 | D | |
| Common Stock | 03/20/2012 | | S | | 100 | D | \$20.62 | 12,308 | D | |
| Common Stock | 03/20/2012 | | S | | 200 | D | \$20.625 | 12,108 | D | |
| Common Stock | 03/20/2012 | | S | | 198 | D | \$20.5 | 11,910 | D | |
| Common Stock | 03/20/2012 | | S | | 147 | D | \$20.51 | 11,763 | D | |
| Common Stock | 03/20/2012 | | S | | 200 | D | \$20.52 | 11,563 | D | |
| Common Stock | 03/20/2012 | | S | | 100 | D | \$20.55 | 11,463 | D | |
| Common Stock | 03/20/2012 | | S | | 100 | D | \$20.51 | 11,363 | D | |
| Common Stock | 03/20/2012 | | S | | 153 | D | \$20.52 | 11,210 | D | |
| Common Stock | 03/20/2012 | | S | | 546 | D | \$20.53 | 10,664 | D | |
| Common Stock | 03/20/2012 | | S | | 100 | D | \$20.6 | 10,564 | D | |
| Common Stock | 03/20/2012 | | S | | 1 | D | \$20.62 | 10,563 | D | |
| Common Stock | 03/20/2012 | | S | | 402 | D | \$20.63 | 10,161 | D | |
| Common Stock | 03/20/2012 | | S | | 98 | D | \$20.64 | 10,063 | D | |
| Common Stock | 03/20/2012 | | S | | 53 | D | \$20.5 | 10,010 | 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) | | | | | |

**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) | \$9.112 | 03/20/2012 | | M ⁽¹⁾ | | | 2,800 | 06/10/2005 ⁽¹⁾ | 06/10/2013 | Common Stock | 2,800 | \$0 | 9,700 | 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.

/s/ Douglas A. Graham by
Power of Attorney

03/22/2012

** 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.