

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>JAFFEE DANIEL S</u> (Last) (First) (Middle) 410 N. MICHIGAN AVE. SUITE 400 (Street) CHICAGO IL 60611-4213 (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>OIL DRI CORPORATION OF AMERICA [ ODC ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (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>		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 01/06/2005					
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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	01/06/2005		c <sup>(1)</sup>		10,000	A	\$0	14,900	D	
Common Stock	01/06/2005		s		10,000	D	\$18.2	4,900	D	
Common Stock								666	I	By Spouse

**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				
Class B Stock	\$0	01/06/2005		M <sup>(2)</sup>		10,000		(3)	(3)	Common Stock	10,000	\$11.25	36,966	D	
Class B Stock	\$0	01/06/2005		c <sup>(1)</sup>			10,000	(3)	(3)	Common Stock	10,000	\$0	26,966	D	
Stock Options (Right to buy)	\$11.25	01/06/2005		M <sup>(2)</sup>		10,000		09/18/2000	09/18/2008	Class B Common Stock	10,000	\$0	162,500	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	1,102		1,102	I	Trustee1
Class B Stock	\$0							(3)	(3)	Common Stock	1,117		1,117	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:**

1. 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.
2. 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.
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

Maryon Gray by Power of Attorney

01/07/2005

\*\* 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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