SEC Form 4

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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 burden | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

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| | ress of Reporting F | Person* | 2. Issuer Name and Ticker or Trading Symbol OIL DRI CORP OF AMERICA [ODC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|----------------------|-------------------------|------------|--|--|----------------------------------|-----------------------|--|--|--|
| JAFFEE DA | AMIEL 5 | | [] | X | Director | 10% Owner | | | |
| | | | | | Officer (give title below) | Other (specify below) | | | |
| (Last) | (Last) (First) (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) | 1 | , | , | | | |
| 410 N. MICHIGAN AVE. | | | 09/04/2007 | | President and CEO | | | | |
| SUITE 400 | | | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv | /idual or Joint/Group Filir | ng (Check Applicable | | | |
| (Street) | | | | Line) | | | | | |
| CHICAGO | IL | 60611-4213 | | X | Form filed by One Re | porting Person | | | |
| | | | _ | | Form filed by More the 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) | 3. Transaction Code (Instr. 8) | | 4. Securities Disposed Of | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--|---|---|---|------------------------------|---------------------|--------------------|---|---|---|--|
| | | | Code | v | Amount | mount (A) or (D) | | Transaction(s) (Instr. 3 and 4) | | (instr. 4) | |
| Common Stock | 09/04/2007 | | C ⁽¹⁾ | | 4,500 | A | \$0 ⁽²⁾ | 4,500 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 500 | D | \$16.87 | 4,000 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 400 | D | \$16.93 | 3,600 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 100 | D | \$17.06 | 3,500 | D | | |
| Common Stock | 09/04/2007 | | s ⁽³⁾ | | 200 | D | \$17.07 | 3,300 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 700 | D | \$17.13 | 2,600 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 500 | D | \$17.14 | 2,100 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 300 | D | \$17.15 | 1,800 | D | | |
| Common Stock | 09/04/2007 | | s ⁽³⁾ | | 300 | D | \$17.16 | 1,500 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 100 | D | \$17.2 | 1,400 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 100 | D | \$17.23 | 1,300 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 500 | D | \$17.27 | 800 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 100 | D | \$17.28 | 700 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 100 | D | \$17.29 | 600 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 100 | D | \$17.3 | 500 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 100 | D | \$17.34 | 400 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 300 | D | \$17.37 | 100 | D | | |
| Common Stock | 09/04/2007 | | S ⁽³⁾ | | 100 | D | \$17.45 | 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. Transa Code (8) | | Deriva Securi Acquir or Dis of (D) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | n Date of Securities | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 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 | | (Instr. 4) | | |
| Class B Stock | \$0 ⁽²⁾ | 09/04/2007 | | M ⁽⁴⁾ | | 4,500 | | (2) | (2) | Common Stock | 4,500 | \$ <mark>9</mark> | 135,082 | D | |
| Class B Stock | \$0 ⁽²⁾ | 09/04/2007 | | C ⁽¹⁾ | | | 4,500 | (2) | (2) | Common Stock | 4,500 | \$ <mark>9</mark> | 130,582 | D | |
| Stock Options (Right to buy) | \$4.92 | | | | | | | 10/12/2003 | 10/12/2011 | Class B Common Stock | 37,500 | | 37,500 | 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) | | 5. Nun Deriva Securi Acquin or Dis of (D) 3, 4 an | tive ties red (A) posed (Instr. | re Expiration Date rs (Month/Day/Year) i (A) sed str. | | | and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 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 | | (Instr. 4) | | |
| Stock Options (Right to buy) | \$9.432 | | | | | | | 09/23/2005 | 09/23/2013 | Class B Common Stock | 15,625 | | 15,625 | D | |
| Stock Options (Right to buy) | \$9 | 09/04/2007 | | M ⁽⁴⁾ | | | 4,500 | 09/18/2000 | 09/18/2008 | Class B Common Stock | 4,500 | \$0 | 35,500 | D | |
| Class B Stock | \$0 | | | | | | | (2) | (2) | Common Stock | 2 | | 2 | I | By Spouse |
| Class B Stock | \$0 | | | | | | | (2) | (2) | Common Stock | 80,711 | | 80,711 | I | Partnership |
| Class B Stock | \$0 | | | | | | | (2) | (2) | Common Stock | 278 | | 278 | I | Trustee1 |
| Class B Stock | \$0 | | | | | | | (2) | (2) | Common Stock | 293 | | 293 | I | Trustee2 |
| Class B Stock | \$0 | | | | | | | (2) | (2) | Common Stock | 29,717 | | 29,717 | I | Trustee3 |
| Class B Stock | \$0 | | | | | | | (2) | (2) | Common Stock | 29,717 | | 29,717 | I | Trustee4 |
| Class B Stock | \$0 | | | | | | | (2) | (2) | Common Stock | 29,717 | | 29,717 | Ι | 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. 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

3. Sale, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of shares obtained through exercise of employee stock options.

4. 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.

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

09/06/2007 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.