

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>JAFFEE DANIEL S</u>  (Last) (First) (Middle) <u>410 N. MICHIGAN AVE.</u> <u>SUITE 400</u>  (Street) <u>CHICAGO IL 60611</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OIL DRI CORPORATION OF AMERICA [ ODC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2004</u>	
	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  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			

**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
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	26,966	26,966	D		
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	2	2	I	By Spouse	
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	62,832.28	62,832.28	I	Partnership	
Class B Stock	\$0	01/28/2004		G <sup>(1)</sup>		443		08/08/1988	08/08/1988	Common Stock	443	\$0	2,331	I	Trustee2 <sup>(2)</sup>
Class B Stock	\$0	01/28/2004		G <sup>(3)</sup>		444		08/08/1988	08/08/1988	Common Stock	444	\$0	2,316	I	Trustee1 <sup>(4)</sup>
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	22,036.69		22,036.69	I	Trustee3
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	22,036.69		22,036.69	I	Trustee4
Class B Stock	\$0							08/08/1988	08/08/1988	Common Stock	22,036.69		22,036.69	I	Trustee5

**Explanation of Responses:**

- Transfer from Shirley H. Jaffee Annuity Trust, Daniel S. Jaffee Trustee, to Shirley H. Jaffee Declaration Trust, Shirley H. Jaffee Trustee
- Daniel S. Jaffee as Trustee of Shirley H. Jaffee 1993 Annuity Trust u/a/d 5/17/93.
- Transfer from Richard M. Jaffee Annuity Trust, Daniel S. Jaffee Trustee, to Richard M. Jaffee Revocable Trust, Richard M. Jaffee Trustee
- Daniel S. Jaffee as Trustee of the Richard M. Jaffee 1993 Annuity Trust u/a/d 5/17/93.

Maryon Gray by Power of Attorney 01/30/2004

\*\* 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.