

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Address of Reporting Person* <u>Bancroft Brian K</u> (Last) (First) (Middle) <u>410 N. MICHIGAN AVENUE, 4TH FLOOR</u> (Street) <u>CHICAGO IL 60611-4213</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/06/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>OIL DRI CORPORATION OF AMERICA [ODC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Procurement Officer</u>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock⁽¹⁾⁽²⁾</u>	<u>5,000⁽³⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Options (Right to buy)⁽⁴⁾⁽⁵⁾</u>	<u>02/01/2007⁽⁶⁾</u>	<u>02/01/2015</u>	<u>Common Stock⁽⁷⁾</u>	<u>10,000</u>	<u>18.45</u>	<u>D</u>	

Explanation of Responses:

- Date of event requiring statement is June 1, 2005. Third party reporting software utilized by Reporting Person generates incorrect date.
- Restricted Stock granted pursuant to the Oil-Dri Corporation of America 1995 Long-Term Incentive Plan ("Plan") in a transaction exempt under rule 16b-3. If Class A Common Stock is issued and publicly traded on any securities market (as defined in the Plan) when stock becomes non-forfeitable, then on that date the Common Stock will be exchanged for Class A Common Stock.
- Vesting Schedule: Provided the Reporting Person is employed by the Issuer on the dates shown, the shares will become non-forfeitable on the following dates: 1,000 shares on March 15, 2006; 1,500 shares on March 15, 2007; and 2,500 shares on March 15, 2008.
- Grant date: February 1, 2005
- Grant 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.
- 25% of the shares will become exercisable on the 2nd anniversary of the grant date and an additional 25% on the 3rd, 4th and 5th anniversaries of the grant date.
- If Class A Common Stock is issued and publicly traded on any securities market (as defined in the Plan) when option is exercised, then Class A Common Stock.

Maryon Gray06/09/2005

** 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 5 (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.

The undersigned hereby appoints Maryon Gray and Charles Brissman, and each of them, with full power of substitution, as his attorneys-in-fact, to prepare and sign for himself and on his behalf any and all Forms 3, 4 & 5 and any other forms which may be required by the Securities and Exchange Commission pursuant to the requirements of Section 16(a) of the Securities Exchange Act of 1934 and to prepare and sign any and all amendments thereof, and to file the same with (i) the Securities and Exchange Commission and (ii) any securities exchange upon which any of securities of Oil-Dri Corporation may then be admitted or listed for trading. The undersigned further grants to Maryon Gray and Charles Brissman authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact, or any of them, or any of their substitutes, may do or cause to be done by virtue hereof.