

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| Estimated average burden |           |
| hours per response:      | 0.5       |

**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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>JAFFEE RICHARD M</u><br><br>(Last) (First) (Middle)<br><br>410 N. MICHIGAN AVE.<br>SUITE 400<br><br>(Street)<br>CHICAGO IL 60611<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>OIL DRI CORPORATION OF AMERICA [ ODC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/23/2004                               |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)<br>01/27/2004  |  |   |

**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) |   | 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 |  |  |   |  |
| Class B Stock                              | \$0  |                                      |  |                                |   | 08/08/1988   | 08/08/1988                | Common Stock  | 100             |  | 100  | D   |  |
| Class B Stock                              | \$0 <sup>(1)</sup>                                     | 01/23/2004 <sup>(2)</sup>            |  | J <sup>(3)</sup>               |   | 08/08/1988 <sup>(1)</sup>                                | 08/08/1988 <sup>(1)</sup> | Common Stock  | 27,500          | \$11.25                                    | 229,957  | I   | Trust1 <sup>(4)</sup>                                  |
| Class B Stock                              | \$0  |                                      |  |                                |   | 08/08/1988   | 08/08/1988                | Common Stock  | 230,578.6       |  | 230,578.6  | I   | Partnership1   |
| Class B Stock                              | \$0  |                                      |  |                                |   | 07/28/2003   | 08/08/1988                | Common Stock  | 91,525          |  | 91,525   | I   | Trust2   |
| Class B Stock                              | \$0  |                                      |  |                                |   | 08/08/1988   | 08/08/1988                | Common Stock  | 230,578.6       |  | 230,578.6  | I   | Partnership2   |

**Explanation of Responses:**

- 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
- Amended Form 4 to correct column 9 amount of securities beneficially owned following reported transaction.
- 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. This transaction should be coded M, but J was used because the third party software would not allow input of the acquisition of a derivative security upon exercise of an employee stock option.
- Richard M. Jaffee as Trustee under the Richard M. Jaffee Revocable Trust dated 6/21/74, as amended.

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.