SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the registrant [X]

Filed by a party other than the registrant [ ]

Check the appropriate box:

[ ] Preliminary proxy statement.

[ ] Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2)).

[X] Definitive proxy statement.

[ ] Definitive additional materials.

[ ] Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12.

OIL-DRI CORPORATION OF AMERICA

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(Name of Registrant as Specified in Its Charter)

OIL-DRI CORPORATION OF AMERICA

- --------------------------------------------------------------------------------

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- --------------------------------------------------------------------------------

(2) Aggregate number of securities to which transaction applies:

- --------------------------------------------------------------------------------

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- --------------------------------------------------------------------------------

(4) Proposed maximum aggregate value of transaction:

- --------------------------------------------------------------------------------

(5) Total fee paid:

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[ ] Fee paid previously with preliminary materials.

- --------------------------------------------------------------------------------

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

- --------------------------------------------------------------------------------

(2) Form, Schedule or Registration Statement No.:

- --------------------------------------------------------------------------------

(3) Filing Party:

- --------------------------------------------------------------------------------

(4) Date Filed:

- --------------------------------------------------------------------------------

OIL-DRI CORPORATION OF AMERICA LOGO

November 3, 2000

Dear Stockholder:

On behalf of the Board of Directors and Management, I would like to invite you to attend Oil-Dri's Annual Meeting of Stockholders, which will be held at 10:30 a.m. on December 5, 2000, at the Standard Club, 320 South Plymouth Court, Chicago, Illinois.

The matters expected to be acted on in the meeting are described in the attached Proxy Statement. A slate of nine directors is being recommended for re-election. Their biographies appear in the Proxy Statement.

In line with our recently adopted retirement policy, Haydn H. Murray is retiring from our Board and will not stand for re-election. Haydn joined our Board in 1984, and I want to extend my sincere appreciation and thanks to Haydn for his valued service. We anticipate that he will continue to act in a consulting capacity. His experience and wise counsel will continue to be important to us.

In addition to the formal portion of the meeting, we will take time to review the results of the past year and look at some of the opportunities which lie ahead.

We hope you will be able to attend our 2000 Annual Meeting. However, whether or not you are personally present, it is important that your shares are represented. Accordingly, please mark, sign, date and mail your proxy card in the enclosed envelope provided for this purpose.

Sincerely,

/S/ RICHARD M. JAFFE

RICHARD M. JAFFEE
Chairman of the Board

OIL-DRI CORPORATION OF AMERICA

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 5, 2000

To the Stockholders of
Oil-Dri Corporation of America

Notice is hereby given that the 2000 Annual Meeting of Stockholders of Oil-Dri Corporation of America, a Delaware corporation, (the "Company") will be held at the Standard Club, located at 320 Plymouth Court, Chicago, Illinois, on December 5, 2000 at 10:30 a.m., local time, for the purpose of considering and voting on:

1. The election of nine Directors;

2. Such other business as may properly come before this meeting.

The stock transfer books of the Company will remain open. The Board of Directors has determined that only holders of record of outstanding shares of Common Stock and Class B Stock at the close of business on October 27, 2000, are entitled to notice of, and to vote at, the annual meeting or any adjournment thereof. All stockholders, whether or not they now expect to be present at the meeting, are requested to date, sign, and return the enclosed proxy, which requires no postage if mailed in the United States.

Your attention is directed to the following pages for further information relating to the meeting.

By Order of the Board of Directors

ROBERT L. VETERE

ROBERT L. VETERE
Secretary

Chicago, Illinois
November 3, 2000

OIL-DRI CORPORATION OF AMERICA
410 NORTH MICHIGAN AVENUE
SUITE 400
CHICAGO, ILLINOIS 60611

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PROXY STATEMENT

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GENERAL

This Proxy Statement and the accompanying proxy are being mailed on or about November 3, 2000, to all holders of record of outstanding shares of Common Stock and Class B Stock at the close of business on October 27, 2000. Proxies are being solicited on behalf of the Board of Directors for use at the 2000 Annual Meeting of Stockholders, notice of which accompanies this Proxy Statement. Any stockholder giving a proxy has the power to revoke it at any time prior to the exercise thereof by executing a subsequent proxy, by notifying the Secretary of the Company of such revocation in writing (such notification to be directed to him at the Company's offices at 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611), or by attending the annual meeting and voting in person. IF NO CONTRARY INSTRUCTION IS INDICATED IN THE PROXY, EACH PROXY WILL BE VOTED "FOR" THE ELECTION OF THE NINE NOMINEES NAMED BELOW TO THE BOARD OF DIRECTORS. See "1. ELECTION OF DIRECTORS".

The Company will pay the costs of this solicitation of proxies for the annual meeting. In addition to using the mails, officers and certain other regular employees of the Company may solicit proxies in person or by telephone, electronic mail, or facsimile. The Company may reimburse brokers and others who are record holders of Common Stock and Class B Stock for their reasonable expenses incurred in obtaining voting instructions from the beneficial owners of such stock.

VOTING

The record date for the determination of stockholders entitled to vote at the meeting is October 27, 2000, at the close of business. Holders as of the record date of outstanding shares of Common Stock and Class B Stock are entitled to vote at the meeting. Holders of Common Stock are entitled to one vote per share and holders of Class B Stock to ten votes per share (on a non-cumulative basis for each director to be elected when voting for the election of directors) and vote together without regard to class (except that any amendment to the Company's Certificate of Incorporation changing the number of authorized shares or adversely affecting the rights of Common Stock or Class B Stock requires the separate approval of the class so affected as well as the approval of both classes voting together). Holders of Class B Stock are entitled to convert any and all of such stock into Common Stock on a share-for-share basis at any time and are subject to mandatory conversion under certain circumstances. As of the record date, 4,188,666 shares of Common Stock and 1,422,842 shares of Class B Stock were outstanding.

ELECTION OF DIRECTORS

The election of directors requires a plurality of votes cast. Accordingly, only proxies and ballots marked for all nominees listed (including executed proxies not marked with respect to election of directors, which will be voted for all listed nominees), or voting for some, but not all nominees, by specifying that votes be withheld for one or more designated nominees, are counted to determine the total number of votes cast for the various nominees, with the nine nominees receiving the largest number of votes being elected. Abstentions and broker non-votes have no effect on the outcome of the election of directors.

PRINCIPAL STOCKHOLDERS

The following table sets forth information, as of September 30, 2000, except as noted below, regarding beneficial ownership of the Company's Common Stock and Class B Stock by each person or group known to the Company to hold more than five percent of either class. See "Security Ownership of Management" for information on beneficial ownership of the Company's Common Stock and Class B Stock by the Company's executive officers and directors as a group.

| | | AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP(1) | | |
|---|---|---|---|---|
| NAME AND ADDRESS OF BENEFICIAL OWNER | | NUMBER OF SHARES OF COMMON STOCK AND CLASS B STOCK | PERCENTAGE OF OUTSTANDING STOCK OF CLASS | PERCENTAGE OF AGGREGATE VOTING POWER OF COMMON STOCK AND CLASS B STOCK |
| Richard M. Jaffee(9)(14)........ | Common Stock: | 22,500(3) | 0.53% | 0.12% |
| 410 N. Michigan Ave. | Class B Stock: | 279,772(4)(5) | 19.57% | 15.12% |
| Chicago, IL 60611 | | | | |
| Jaffee Investment............... | Common Stock: | | | |
| Partnership, L.P.(14) | Class B Stock: | 1,000,000(5) | 67.03% | 54.30% |
| 410 N. Michigan Ave. | | | | |
| Chicago, IL 60611 | | | | |
| Daniel S. Jaffee(9)............. | Common Stock: | 42,500(6) | 1.00% | 0.22% |
| 410 N. Michigan Ave. | Class B Stock: | 106,655(7)(8) | 7.25% | 5.63% |
| Chicago, IL 60611 | | | | |
| Heartland Advisors, Inc.(2)..... | Common Stock: | 1,168,000(10) | 27.90% | 5.80% |
| 789 North Water Street | Class B Stock: | | | |
| Milwaukee, WI 53202 | | | | |
| T. Rowe Price Assoc., Inc.(2)... | Common Stock: | 549,000(11) | 13.11% | 2.93% |
| 100 East Pratt | Class B Stock: | | | |
| Baltimore, MD 21202 | | | | |
| Tweedy, Brown Co., LLC(2)....... | Common Stock: | 432,222(12) | 10.35% | 2.34% |
| 350 Park Avenue | Class B Stock: | | | |
| New York, NY 10022 | | | | |
| Dimensional Fund Advisors, Inc............................ | Common Stock: | 331,500(13) | 7.91% | 1.80% |
| 1299 Ocean Avenue | Class B Stock: | | | |
| Santa Monica, CA 90401 | | | | |

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(1) Beneficial ownership is defined in applicable Securities and Exchange Commission rules as sole or shared power to vote or to direct the disposition of a security. All beneficial ownership is with sole voting power and sole investment power except as described in the Notes below.

(2) Information given is as of June 30, 2000.

(3) Consists of 22,500 shares of Common Stock which Richard M. Jaffee has the right to acquire within 60 days of September 30, 2000, pursuant to stock options.

(4) Includes 191,598 shares held in a revocable trust of which Richard M. Jaffee is the grantor and, during his lifetime, the trustee and sole beneficiary and 81,199 shares held in a revocable trust of which Richard M. Jaffee's wife is the grantor and during her lifetime the trustee and sole beneficiary, and 100 shares held in joint tenancy with his wife. Also includes 6,875 shares of Class B Stock, which Mr. Jaffee has the right to acquire within 60 days of September 30, 2000, pursuant to stock options.

(5) The Jaffee Investment Partnership L.P. is managed by its general partners, generally acting by a majority vote. Two of the general partners, Richard M. Jaffee and Shirley H. Jaffee, each have eight votes. Each of the remaining four general partners, Daniel S. Jaffee, Karen Jaffee Cofsky, Susan Jaffee Hardin and Nancy E. Jaffee, all children of Richard M. and Shirley Jaffee, have one vote. Mr. Richard M. Jaffee, as the managing general partner, might be deemed to have, but disclaims, beneficial ownership of the Partnership's shares, which are not reflected in his share ownership shown in the table.

(6) Consists of 37,500 and 5,000 shares of Common Stock which Daniel S. Jaffee and his spouse, respectively, have the right to acquire within 60 days of September 30, 2000, pursuant to stock options.

(7) Includes 13,619 shares of Class B Stock held by Daniel S. Jaffee as trustee of the Richard M. Jaffee 1993 Annuity Trust, 13,632 shares of Class B Stock held by Daniel S. Jaffee as trustee of the Shirley Jaffee 1993 Annuity Trust, 2 shares owned by Daniel S. Jaffee's spouse, and 4,500 Class B shares owned by Daniel S. Jaffee as trustee for his children. Also includes 46,875 and 1,061 shares of Class B Stock, which Daniel S. Jaffee and his spouse, respectively, have the right to acquire within 60 days of September 30, 2000, pursuant to stock options.

(8) Does not include shares owned by the Jaffee Investment Partnership, L.P.

(9) Daniel S. Jaffee is Richard M. Jaffee's son.

(10) Heartland Advisors, Inc. held sole dispositive power over 1,168,000 shares of Common Stock and sole voting power over 1,069,900 shares of Common Stock.

(11) These securities are owned by various individuals and institutional investors, including T. Rowe Price Small Cap Value Fund, Inc. (which owns 500,000 shares of Common Stock, representing 11.94% of the Common Stock outstanding and 2.72% of the aggregate voting power), which T. Rowe Price Associates, Inc. ("Price Associates") serves as investment adviser with power to direct investments and/or sole power to vote the securities. Price Associates has dispositive power over 549,000 shares of Common Stock and sole voting power over 40,000 shares of Common Stock. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

(12) Tweedy, Brown Co., LLC ("Tweedy Brown") held shared dispositive power over 418,567 shares of Common Stock and sole voting power over 415,959 shares of Common Stock. TBK Partners, an affiliate of Tweedy Brown, held sole dispositive and voting power over 14,655 shares of Common Stock.

(13) Dimensional Fund Advisors, Inc., a registered investment advisor, is deemed to have beneficial ownership of 331,500 shares of Common Stock with power to dispose of and to vote such shares.

(14) By virtue of their direct and indirect ownership of shares of the Company's stock, Richard M. Jaffee and the Jaffee Investment Partnership, L.P. may be deemed to be control persons of the Company under the federal securities laws.

SECURITY OWNERSHIP OF MANAGEMENT

The following table shows the number of shares of Common Stock and Class B Stock of the Company beneficially owned as of September 30, 2000 by the directors, by the executive officers named in the Summary Compensation Table ("Named Officers") and by the directors and executive officers as a group.

| NAME OF BENEFICIAL OWNER(1) | NUMBER OF SHARES OF COMMON STOCK(2) | NUMBER OF SHARES OF CLASS B STOCK(2) |
|---|---|---|
| Richard M. Jaffee(13) | (3) | (3) |
| Daniel S. Jaffee | (3) | (3) |
| J. Steven Cole | 17,240(4)(8) | |
| Paul J. Miller | 14,904(5)(8) | |
| Haydn H. Murray | 11,466(6)(8) | |
| Allan H. Selig | 14,000(8) | |
| Joseph C. Miller | 8,600 | |
| Ronald B. Gordon | 23,200(8) | |
| Arnold W. Donald | 10,000(8) | |
| Thomas D. Kuczmarski | 1,100(7) | |
| Thomas F. Cofsky(13) | 17,964(9) | 41,853(10)(14) |
| Richard V. Hardin(13) | 38,153(11) | 32,530(12)(14) |
| Eugene W. Kiesel | 10,113(15) | -- |
| Steven M. Levy(16) | 702 | -- |
| All Executive Officers and Directors as a group (16 in group) | 247,206(17) | 460,810(14)(18) |

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(1) Beneficial ownership is defined in applicable Securities and Exchange Commission rules as sole or shared power to vote or to direct the disposition of a security. All beneficial ownership is with sole voting power and sole investment power except as described in the Notes below.

(2) Except for Richard M. Jaffee, Daniel S. Jaffee, Thomas F. Cofsky and Richard V. Hardin, none of the directors, nominees for election to the Board of Directors, or Named Officers own any shares of Class B stock. The number of shares of Common Stock owned beneficially by each of the other directors and Named Officers constitutes less than 1.0% of the number of outstanding shares of Common Stock and represents shares having less than 1.0% of the aggregate voting power of the Common Stock and Class B Stock.

(3) For information regarding the shares owned by Richard M. Jaffee and Daniel S. Jaffee, see the table under the heading "Principal Stockholders" and the Notes thereto.

(4) Includes 967 shares of Common Stock owned by Mr. Cole's spouse.

(5) Includes 888 shares of Common Stock owned by Mr. Paul Miller's spouse.

(6) Includes 950 shares of Common Stock owned by Mr. Murray's spouse. Mr. Murray, an incumbent director, is not a current nominee for the Board of Directors.

(7) Includes 100 shares of Common Stock held by Mr. Kuczmarski as trustee for his child.

(8) Includes 10,000 shares of Common Stock which this director has the right to acquire within 60 days of September 30, 2000, pursuant to stock options.

(9) Includes 12,500 shares of Common Stock which Mr. Cofsky has the right to acquire within 60 days of September 30, 2000, pursuant to stock options and 5,000 shares of Common Stock which Mr. Cofsky's spouse has the right to acquire within 60 days of September 30, 2000, pursuant to stock options.

(10) Includes 22,366 shares of Class B Stock owned by Mr. Cofsky's spouse, 7,500 shares of Class B Stock owned by his spouse as trustee for their children, 10,000 shares of Class B Stock which Mr. Cofsky has the right to acquire within 60 days of September 30, 2000, pursuant to stock options and 1,686 shares of Class B Stock which his spouse has the right to acquire within 60 days of September 30, 2000, pursuant to stock options. Thomas F. Cofsky has beneficial ownership of 2.92% of Class B Shares which represents 2.26% of the aggregate voting power of Common Stock and Class B Stock.

(11) Includes 2,500 shares of Common Stock which Mr. Hardin has the right to acquire within 60 days of September 30, 2000, pursuant to stock options.

(12) Consists of 27,062 shares of Class B Stock owned by Mr. Hardin's spouse; 3,000 shares of Class B Stock owned by his spouse as trustee for their children; 1,593 shares of Class B Stock which Mr. Hardin has the right to acquire within 60 days of September 30, 2000, pursuant to stock options, and 875 shares of Class B Stock which his spouse has the right to acquire within 60 days of September 30, 2000, pursuant to stock options. Mr. Hardin has beneficial ownership of 2.28% of Class B Shares which represents 1.76% of the aggregate voting power of Common Stock and Class B Stock.

(13) Mr. Cofsky and Mr. Hardin are sons-in-law of Richard M. Jaffee.

(14) Does not include shares owned by the Jaffee Investment Partnership, L.P. For information regarding the shares held by the partnership see the table under the heading "Principal Stockholders" and the Notes thereto.

(15) Includes 8,750 shares of Common Stock which Mr. Kiesel has the right to acquire within 60 days of September 30, 2000.

(16) Mr. Levy is not currently an executive officer of the Company, having resigned his employment June 15, 2000.

(17) Includes 168,500 shares of Common Stock which constitute all such shares that the executive officers and directors of the Company have the right to acquire within 60 days of September 30, 2000, pursuant to stock options (including the shares of Common Stock which may be acquired as described in Notes above and in the Notes under the heading "Principal Stockholders").

(18) Includes 68,965 shares of Class B Stock which constitute all such shares that the executive officers and directors of the Company have the right to acquire within 60 days of September 30, 2000, pursuant to stock options (including the shares of Class B Stock which may be acquired as described in Notes above and in the Notes under the heading "Principal Stockholders").

## INFORMATION CONCERNING THE BOARD OF DIRECTORS

During the fiscal year ended July 31, 2000, five meetings of the Board of Directors were held, which included one special meeting. Each director attended at least 75% of the meetings of the Board and of any Board Committee on which he sits.

The Company has an Audit Committee presently composed of three persons, Messrs. J. Steven Cole, Allan H. Selig and Ronald B. Gordon, who the Board of Directors has determined meet the independence and experience requirements of the New York Stock Exchange. The Audit Committee has the duties and responsibilities set out in the Audit Committee Charter (see Appendix A attached). Those include: recommendations to the Board of Directors regarding the engagement of the independent public accountants, review of their independence, of the scope of the audit and other services rendered by them, and of the fees and other arrangements regarding their services; review of the annual audited financial statements, and of the quarterly financial statements and press release, with the independent public accountants and management; review with the independent public accountants and management of the quality and adequacy of internal controls; and preparation of the report required by the rules of the Securities and Exchange Commission to be included in this proxy statement. The Audit Committee held three meetings during the fiscal year ended July 31, 2000.

The Company has a Compensation Committee and a Stock Option Committee, each presently composed of three persons who are outside directors--Messrs. J. Steven Cole, Allan H. Selig, and Ronald B. Gordon. The Compensation Committee is responsible for reviewing the compensation, including benefits, of the Chief Executive Officer and other executive officers of the Company. The Stock Option Committee is responsible for reviewing the Company's stock option plans and granting stock options to employees, including grants to the executive officers of the Company. The Compensation Committee and the Stock Option Committee generally meet jointly. The Compensation Committee and the Stock Option Committee held four joint meetings during the fiscal year ended July 31, 2000.

The Company does not have a nominating committee.

## 1. ELECTION OF DIRECTORS

The shares represented by each proxy will be voted, if no contrary instruction is indicated in the proxy, to elect as directors the nine nominees named below to hold office until the next Annual Meeting of Stockholders and until their successors have been elected and qualify. Each nominee is currently a director of the Company. If any nominee should be unable or unwilling to serve, which is not now contemplated, the proxy holders may, but will not be bound to, vote for a substitute nominee.

### NOMINEES FOR DIRECTORS

| | |
|---|---|
| PHOTO<br>Richard M. Jaffee<br>Age 64<br>Director since 1958 | Chairman of the Board of the Company<br><br>Mr. Jaffee received a degree from the University of Wisconsin School of Business in 1957 and earned his CPA certificate in that same year. He worked briefly for the public accounting firm of Touche Niven et. al. After service as an officer in the U.S. Army, he joined the Company in 1958, becoming its president in 1960, a position he held until 1995. He has served as Chairman of the Board of the Company since 1962. He served as Chief Executive Officer of the Company from 1962 until 1997. Mr. Jaffee is a director of Harris Bancorp, Inc. and Bankmont Financial, subsidiaries of the Bank of Montreal, and of Gold Eagle Corporation. He is a trustee and a member of the executive committee of Rush-Presbyterian-St. Luke's Medical Center and the Illinois Institute of Technology. In addition he is a trustee of the Chicago Museum of Science and Industry and the Chicago Historical Society and a director of Students in Free Enterprise. |
| PHOTO<br>Daniel S. Jaffee<br>Age 36<br>Director since 1992 | President and Chief Executive Officer of the Company<br><br>Mr. Jaffee graduated from Georgetown University in 1986. Mr. Jaffee joined the Company in 1987 after a year with Price Waterhouse. He was a product manager in the Industrial and Agricultural divisions of the Company until 1989. Mr. Jaffee was Group Vice President of Canadian Operations, Management Information Systems and Finance of the Company in 1990. In 1990 he also became Chief Financial Officer of the Company, a position he held until 1995. From 1990 to 1992, Mr. Jaffee was Group Vice President, Domestic and Canadian Operations of the Company. From 1992 to 1994, Mr. Jaffee was Group Vice President Canadian Operations and Consumer Products-Grocery of the Company. From 1994 until 1995 he was Group Vice President, Consumer Products of the Company. Mr. Jaffee became President of the Company in 1995 and Chief Executive Officer in 1997. He was Chief Operating Officer from 1995 to 1997. Mr. Jaffee's civic activities include the Lawndale Community Church's track club, the Chicago Foundation for Education, and the Anti-Cruelty Society of Chicago. |

PHOTO
J. Steven Cole
Age 66
Director since 1981

President, Cole and Associates

Mr. Cole graduated from the University of Wisconsin in 1957. After serving as an officer in the United States Army, he received a master's degree from the American Graduate School for International Business following graduate studies at the University of Michigan. He began his career at Abbott Laboratories in 1962. Later, he joined G.D. Searle and Company, where he became Vice President of the Asian and Canadian Divisions, a position he held until 1986. In 1986, Mr. Cole joined A.H. Robins Company, where he was a senior vice president responsible for all international operations until 1990. In 1990, he became president of Cole and Associates, an international consulting firm. In 1990 Mr. Cole also joined SAV-A-LIFE Systems, Inc., a firm selling specialty products to the dental and medical professions, where he served as President until 1994 and then Chairman of the Board until 2000. Mr. Cole is also a director of Chapman's Partners, WPC Brands and Aculux, Inc.

PHOTO
Arnold W. Donald
Age 45
Director since 1997

President and Chief Executive Officer, Merisant Company

Mr. Donald received a BA degree in economics from Carleton College in 1976, earned a BS degree in mechanical engineering from Washington University in St. Louis in 1977, and an MBA from the University of Chicago Graduate School of Business in 1980. Mr. Donald joined Monsanto Company in 1977 and worked in ever more challenging and responsible roles. In 1995 he was named President, Crop Protection; in 1997 assumed the position of Co-President, Ag Sector; and in 1998 was named Senior Vice President. In 1999 he also assumed the position of President, Nutrition and Consumer Sector. He served in these positions until 2000 when he became Chairman and Chief Executive Officer of Merisant Company, whose products include tabletop sweeteners. Mr. Donald serves on the executive board of Washington University Eliot Society as well as the National Advisory Council for Washington University's School of Engineering. Mr. Donald serves on the non-profit boards of Carleton College, Opera Theatre of St. Louis, St. Louis Art Museum, and the St. Louis Regional Commerce and Growth Association. Mr. Donald also serves as a board member for Strategic Distribution, Inc., Crown, Cork, & Seal, and Belden, Inc. He is a member of President Clinton's Export Council and a member of the Executive Leadership Council.

PHOTO
Ronald B. Gordon
Age 57
Director since 1995

Chief Executive Officer, Beiersdorf North America

Mr. Gordon graduated from the University of Pennsylvania in 1964 and received a master's degree from Columbia University in 1966. Mr. Gordon worked in brand management and advertising management for Procter & Gamble from 1966 to 1983. In 1983, Mr. Gordon joined International Playtex, Inc. as Vice President and General Manager of Playtex Family Products, U.S. He became Senior Vice President and General Manager of U.S. and Canadian Playtex Family Products in 1985 and held that position through 1987. Mr. Gordon was Executive Vice President of the Playtex Family Products Corporation from 1988 through 1989. During 1990, Mr. Gordon was an independent executive consultant. Mr. Gordon joined Goody Products, Inc. in 1991 as President and Chief Operating Officer and held that position until 1994. Mr. Gordon founded Gordon Investment Group, a company which finances and oversees start-up businesses, in 1994. In 1997, Mr. Gordon joined Beiersdorf, Inc. as Chief Executive Officer of their North American operations. He is a director of The Cosmetic, Toiletry and Fragrance Association (CTFA) and an associate trustee of the University of Pennsylvania.

PHOTO
Thomas D. Kuczmarski
Age 49
Director since 1999

Senior Partner and President, Kuczmarski & Associates

Mr. Kuczmarski graduated from College of the Holy Cross in 1973 and received an M.B.A. from Columbia University's Graduate School of Business in 1975 and a master's degree in international affairs from Columbia University's Graduate School of International Affairs, where he was named an International Fellow of the University. Mr. Kuczmarski began his business career as a brand manager at Quaker Oats Company in 1976. In 1978 he joined Booz, Allen & Hamilton where he became a Principal in 1980. In 1983 he founded Kuczmarski & Associates, a management consulting firm specializing in innovation, new products and services, brand management and marketing strategies. He is the author of four books: Managing New Products, 3rd Edition (Book Ends, 2000); Values-Based Leadership: Rebuilding Employee Commitment, Productivity and Performance (Prentice-Hall, 1995), co-authored with Dr. Susan Smith Kuczmarski; Innovation: Leadership Strategies for the Competitive Edge (co-published by NTC Publishing and the American Marketing Association, 1995); and Innovating the Corporation (NTC Publishing, 2000). He is an Adjunct Professor of New Products and Services at Northwestern University's Kellogg Graduate School of Management and at the University of Chicago Graduate School of Business. He is a trustee of the Chicago Children's Museum and a member of the Economic Club of Chicago.

PHOTO
Joseph C. Miller
Age 58
Director since 1989

Vice-Chairman of the Board of the Company
Independent Consultant

Mr. Miller graduated from the West Virginia University School of Business in 1964. After serving as an officer in the United States Army, he joined Republic Steel Corporation in 1966. Mr. Miller served as president of Lowes, Inc., Inland Distributing and Whiteford Transportation Systems. He joined the Company in 1989 as Vice President of Corporate Planning and Marketing. He served as Group Vice President for Sales, Marketing and Distribution from 1990 to 1993. Mr. Miller was Senior Vice President for the Consumer, Industrial & Environmental and Transportation Groups of the Company from 1993 to 1995. He became Vice Chairman of the Board in 1995. Mr. Miller served as an employee of the Company until 2000, when he became an independent consultant specializing in strategic planning. Mr. Miller is a director of Key Bank of Indiana and Travelmore, Inc. He is a trustee and Chairman of St. Joseph Regional Medical Center and Co-Chairman of the Center of Hope Campaign.

PHOTO
Paul J. Miller
Age 71
Director since 1975

Partner, Sonnenschein Nath & Rosenthal

Mr. Miller graduated from Yale University in 1950. He received his law degree from Harvard Law School in 1953. Mr. Miller served as an officer in the Judge Advocate General's Corps of the United States Army from 1954 to 1957. He joined Sonnenschein Nath & Rosenthal, attorneys and counsel to the Company, in 1957. He has been a partner of the firm since 1963.

PHOTO
Allan H. Selig
Age 66
Director since 1969

Commissioner of Major League Baseball
President and Chairman of the Board, Selig Lease Company

Mr. Selig received a bachelor's degree from the University of Wisconsin in 1956. After two years in the United States Army, Mr. Selig joined Selig Ford, Inc. He served as president of Selig Ford (which became Selig Chevrolet in 1982) from 1959 until 1990. Since 1970 he has served as Chairman of the Board and President of Selig Lease Company. Mr. Selig became President and Chief Executive Officer of the Milwaukee Brewers Baseball Club, Inc. in 1970 and served in that capacity until 1998 when he was elected to the position of Commissioner of Major League Baseball. He also served as Chairman of the Executive Council of Major League Baseball from 1992 to 1998. Mr. Selig is a director of the Green Bay Packers and Marcus Corporation. In addition, he is a director of the Greater Milwaukee Committee and the Milwaukee Club and a trustee of the Boys and Girls Clubs of Greater Milwaukee. He is a founder and Vice Chairman of Athletes for Youth and co-founder of the Child Abuse Prevention Fund.

## EXECUTIVE COMPENSATION

The following table shows, for the fiscal years ended July 31, 2000, 1999 and 1998, the compensation of the chief executive officer and the four other most highly compensated executive officers of the Company serving as such at July 31, 2000, and Steven M. Levy, who ceased to be an executive officer on June 15, 2000.

### SUMMARY COMPENSATION TABLE

| | | ANNUAL COMPENSATION(1) | | | LONG TERM COMPENSATION(7) | | |
|---|---|---|---|---|---|---|---|
| NAME AND PRINCIPAL POSITION | FISCAL YEAR | SALARY | BONUS | OTHER ANNUAL COMPENSATION | RESTRICTED STOCK AWARDS | OPTION AWARDS | ALL OTHER COMPENSATION |
| Daniel S. Jaffee.............. | 2000 | $275,000 | $16,500 | | -- | -- | $ 26,925(5)(6) |
| President and Chief | 1999 | 245,000 | 80,262 | -- | -- | 187,500 | 26,556 |
| Executive Officer | 1998 | 225,000 | 83,250 | -- | -- | 232,500 | 500 |
| Richard M. Jaffee............. | 2000 | $275,000 | -- | $14,478(2) | -- | -- | |
| Chairman of the Board | 1999 | 275,000 | -- | 11,895(2) | -- | 27,500 | $149,682(3)(4) |
| | 1998 | 300,000 | -- | 10,324(2) | -- | -- | 145,906 |
| Thomas F. Cofsky.............. | 2000 | $150,000 | $ 4,950 | -- | | 20,000 | $ 3,200(6) |
| Vice President of | 1999 | 124,117 | 30,915 | -- | | 40,000 | 3,174 |
| Manufacturing and Logistics | 1998 | 108,583 | 34,595 | -- | | 26,250 | 500 |
| Eugene W. Kiesel.............. | 2000 | $147,167 | $ 3,311 | | | 25,000 | $ 3,200(6) |
| Vice President, | 1999 | 137,333 | 51,871 | $ 9,386(8) | -- | 35,000 | 3,200 |
| Global Fluids Purification Products Group | 1998 | 106,916 | 27,873 | 44,524(8) | $35,250(9) | 35,000 | 125 |
| Richard V. Hardin............. | 2000 | $136,408 | $ 6,138 | $11,535(2) | | 1,625 | $ 3,200(6) |
| Group Vice President, | 1999 | 130,666 | 30,929 | 9,122(2) | | 6,375 | 2,714 |
| Technology | 1998 | 126,791 | 35,186 | 7,793(2) | | 1,125 | 500 |
| Steven M. Levy................ | 2000 | $146,814 | -- | -- | -- | -- | $ 24,250(6)(10) |
| Former Vice President, | 1999 | 161,000 | $43,567 | -- | -- | 70,000 | 7,498 |
| Consumer Products Division | 1998 | 148,542 | 42,780 | $ 7,039(8) | -- | 95,000 | 500 |

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(1) Amounts shown include cash compensation earned during the year covered, whether received or deferred at the election of the officer, including amounts earned but deferred at the election of those officers pursuant to the Oil-Dri Corporation of America Deferred Compensation Plan. In the fiscal year ended July 31, 2000, $25,000, $12,917, $40,897, and $48,011 were deferred by Daniel S. Jaffee, Thomas F. Cofsky, Richard V. Hardin and Eugene Kiesel, respectively, under the provisions of the Oil-Dri Corporation of America Deferred Compensation Plan. Earnings on deferred compensation under the Plan is described under the heading, "Remuneration of Directors."

(2) Interest of $14,478, $11,895 and $10,324 accrued on income deferred by Richard M. Jaffee under the Company's Key Employee and Director Deferred Compensation Program in fiscal years ended July 31, 2000, 1999 and 1998, respectively. Interest of $11,535, $9,122 and $7,793 accrued on income deferred by Richard V. Hardin under the Company's Key Employee and Director Deferred Compensation Program in fiscal years ended July 31, 2000, 1999 and 1998, respectively. Deferrals under this program were discontinued as of January 1, 1996. These amounts are earnings in excess of 120% of the applicable Federal rate under Internal Revenue Code Section 1274(d).

(3) The Company provides split dollar joint survivorship life insurance policies in the aggregate amount of $10,000,000 on the lives of Richard M. Jaffee and his wife, with payment to be made on the death of the last to survive. The premiums paid by the Company on the policies are charged to an open account established by the Company. No interest accrues on the balance of the open account. On the death of the last surviving insured, the estate of the deceased is obligated to pay the balance of the deceased's open account in full. The value of the premiums paid by the Company is estimated as if such premiums were advanced to Mr. Jaffee without interest for the actuarially determined period between the Company's payment of the premium and its refund to the Company; such value for the fiscal year ended July 31, 2000, was $111,380.

(4) $3,200 represents payments on behalf of Mr. Richard M. Jaffee by the Company to a defined contribution plan. $23,232 constitutes the economic benefit to Mr. Jaffee of the term life component of the split dollar policies described in Note (3); Mr. Jaffee pays this amount directly to the insurance company as premium and is reimbursed by the Company. $11,870 constitutes the estimated economic benefit for fiscal year 2000 of an agreement between the Company and Mr. Jaffee to pay Mr. Jaffee $300,000 upon his retirement.

(5) The Company also provided a split dollar insurance policy on the life of Daniel S. Jaffee. The premiums paid by the Company are valued at $23,725. The value of the premiums paid by the Company is estimated as if such premiums were advanced to Mr. Jaffee without interest for the actuarially determined period between the Company's payment of the premium and its refund to the Company.

(6) Includes payments by the Company on behalf of this executive officer of $3,200 to a defined contribution plan.

(7) No stock appreciation rights (SARs) or other long-term incentive plan payouts, other than restricted stock and options, were granted or earned by the executive officers in any fiscal year covered by this table.

(8) Mr. Kiesel was reimbursed for relocation expenses and the associated taxes for $8,685 and $44,524 in fiscal years ended July 31, 1999 and 1998, respectively. Mr. Levy was reimbursed for relocation expenses and the associated taxes for $7,039 in the fiscal year ended July 31, 1998.

(9) Reflects the fair market value on October 6, 1997, the date Mr. Kiesel joined the Company.

(10) $21,050 is payment under terms of an agreement governing Mr. Levy's resignation from the Company.

STOCK OPTIONS

Shown in the tables below is information with respect to (i) options to purchase the Company's Stock (as defined below in Note (1)) granted in the fiscal year ended July 31, 2000 to the executive officers named in the "Summary Compensation Table" ("Named Officers") and (ii) unexercised options to purchase the Company's Common Stock or Stock as defined in Note (1) which were held as of July 31, 2000 by the Named Officers. No options were exercised by any of the Named Officers during the 2000 fiscal year.

2000 OPTION GRANTS(4)

| NAME | NUMBER OF SHARES UNDERLYING OPTIONS GRANTED(1)(3) | % OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR | EXERCISE PRICE($) | EXPIRATION DATE | POTENTIAL REALIZED VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM(2) | |
|---|---|---|---|---|---|---|
| | | | | | 5%($) | 10%($) |
| Daniel S. Jaffee | -- | -- | -- | -- | -- | -- |
| Richard M. Jaffee | -- | -- | -- | -- | -- | -- |
| Thomas F. Cofsky(5) | 10,000 | 5.99 | 14.56 | 9/17/2009 | 91,583 | 232,089 |
| | 10,000 | 5.99 | 8.63 | 2/28/2010 | 54,242 | 137,460 |
| Eugene W. Kiesel | 15,000 | 8.99 | 14.56 | 9/17/2009 | 137,374 | 348,133 |
| | 10,000 | 5.99 | 8.63 | 2/28/2010 | 54,242 | 137,460 |
| Richard V. Hardin(5) | 1,625 | 0.97 | 14.56 | 9/17/2009 | 14,882 | 37,714 |
| Steven M. Levy | -- | -- | -- | -- | -- | -- |

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(1) All options to purchase the Company's Stock granted in the fiscal year ended July 31, 2000 were issued under the terms of the Oil-Dri Corporation of America 1995 Long Term Incentive Plan. "Stock" as defined in the Plan means Class A Common Stock, except that if no Class A Common Stock is issued and publicly traded on any securities market when options are exercised, the shares awarded would be Common Stock and, with respect to any Award made in Class B Stock to a member of the Jaffee Family who is an employee of the Company or one of its subsidiaries that is more than 50% owned by the

Company, Class B Stock. As of the date of this Proxy Statement, no shares of Class A Common Stock had been issued.

(2) Potential gains are net of exercise price, but before any taxes that may be associated with exercise. These amounts represent certain assumed rates of appreciation only, based on the Securities and Exchange Commission's rules. Actual gains, if any, on stock option exercises are dependent on the future performance of the Common Stock, overall market conditions, and the option holders' continued employment through the term of the option. The amounts reflected in this table may not necessarily be achieved.

(3) The Company's option plans are administered by the Stock Option Committee of the Board of Directors. All options granted in the fiscal year ended July 31, 2000 have an exercise price equal to the fair market value on the date of grant and vest over a five year period with 25% vesting on the second anniversary of the grant date and 25% vesting on each of the three anniversary dates thereafter. The Company granted options to purchase an aggregate of 166,875 shares of Stock to employees in fiscal 2000.

(4) No stock appreciation rights (SARs) were granted in the fiscal year covered by this table.

(5) Options shown for Thomas F. Cofsky and Richard V. Hardin are on shares of Class B Stock.

OPTION FISCAL YEAR END VALUE TABLE

| | NUMBER OF UNEXERCISED OPTIONS AT FY-END | | VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FY-END($)(2) | |
|---|---|---|---|---|
| NAME(1) | EXERCISABLE | UNEXERCISABLE | EXERCISABLE | UNEXERCISABLE |
| Daniel S. Jaffee | 37,500 | 0(3) | $0 | $0 |
| | 0 | 187,500(4) | 0 | 0 |
| Richard M. Jaffee | 22,500 | 0(3) | 0 | 0 |
| | 0 | 27,500(4) | 0 | 0 |
| Thomas F. Cofsky | 12,500 | 0(3) | 0 | 0 |
| | 0 | 60,000(4) | 0 | 0 |
| Eugene W. Kiesel | 0 | 60,000(3) | 0 | 0 |
| Richard V. Hardin | 2,500 | 0(3) | 0 | 0 |
| | 0 | 8,000(4) | 0 | 0 |
| Steven M. Levy | 0 | 0 | 0 | 0 |

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(1) No stock appreciation rights (SARs) were exercised in the fiscal year covered by this table or outstanding at July 31, 2000.

(2) The closing price of a share of Common Stock on July 31, 2000 was $8.00.

(3) Options to purchase shares of Common Stock of the Company.

(4) Options to purchase shares of Stock as defined by the terms of the 1995 Long Term Incentive Plan; see Note (1) under the preceding table "2000 Option Grants". The options granted to Mr. Richard M. Jaffee, Mr. Daniel S. Jaffee, Mr. Thomas F. Cofsky and Mr. Richard V. Hardin relate to Class B Stock.

PENSION PLANS

The Company's pension plan covering salaried employees is a non-contributory, qualified, defined benefit plan. The plan provides for pensions based on credited years of service and cash compensation (excluding compensation paid under the Company's Incentive Bonus Plan) during the highest paid consecutive five years during the last ten years of employment. The following table presents estimated annual retirement benefits payable upon normal retirement at age 65 and is computed on the basis of a 5-year certain and life annuity. The benefits listed are not subject to a deduction for social security or other offset amounts.

| HIGHEST CONSECUTIVE 5-YEAR AVERAGE COMPENSATION | ESTIMATED ANNUAL BENEFITS AT YEARS OF SERVICE INDICATED 15 YRS | 20 YRS | 25 YRS | 30 YRS | 35 YRS | 40 YRS |
|---|---|---|---|---|---|---|
| $125,000................. | $17,700 | $23,600 | $29,500 | $35,500 | $35,500 | $ 37,400 |
| 150,000................. | 21,900 | 29,100 | 36,400 | 43,700 | 43,700 | 46,800 |
| 175,000................. | 26,000 | 34,600 | 43,300 | 52,000 | 52,000 | 56,300 |
| 200,000................. | 30,100 | 40,100 | 50,200 | 60,200 | 60,200 | 65,700 |
| 225,000................. | 34,200 | 45,600 | 57,000 | 68,500 | 68,500 | 75,100 |
| 250,000................. | 38,400 | 51,100 | 63,900 | 76,700 | 76,700 | 84,500 |
| 300,000................. | 46,600 | 62,100 | 77,700 | 93,200 | 93,200 | 103,400 |

The individuals named in the Summary Compensation Table are participants in the Company's pension plan and had compensation as defined in the pension plan for the fiscal year ended July 31, 2000 and number of years of service as of August 1, 2000 under the pension plan as follows: Daniel S. Jaffee, $160,000, 12 years; Richard M. Jaffee, $160,000, 42 years; Thomas F. Cofsky, $150,000, 13 years; Eugene W. Kiesel, $147,167, 2 years; Richard V. Hardin, $136,408, 18 years; Steven M. Levy, $146,814, 5 years. Messrs. Richard M. Jaffee and Daniel S. Jaffee are currently limited to $160,000 because of applicable Internal Revenue Code limitations which became effective for the Company's pension plan on August 1, 1994. Benefits already accrued as of that date for Richard M. Jaffee are not reduced by the change. The Company does not have a supplemental executive retirement program.

REMUNERATION OF DIRECTORS

Each director of the Company who is not also an officer of the Company receives an annual retainer of $10,000 and also receives a fee of $2,000 for each meeting attended in person and $1,000 for each meeting attended by telephone.

Mr. Allan H. Selig and Mr. J. Steven Cole each received an additional retainer of $2,500 as compensation for their roles as chairman of the Compensation Committee and the Audit Committee, respectively.

In addition to their director remuneration, during the fiscal year ended July 31, 2000, Mr. Haydn H. Murray, Mr. Ronald B. Gordon and Mr. Joseph C. Miller were paid $12,000, $10,000 and $3,750, respectively, for consulting services.

Under the Oil-Dri Corporation of America Deferred Compensation Plan, the Company's directors were entitled to defer all or a portion of their directors' compensation with returns tied to the performance of various investment elections. Effective October 1, 2000 the plan was amended to give participants a return equal to one percent more than the Company's long term cost of borrowing. Partial funding of the plan with variable life insurance policies was also discontinued at that time. During the fiscal year ended July 31, 2000, Mr. Haydn H. Murray deferred director compensation under this plan.

There are 120,000 shares of Common Stock reserved from Treasury shares for future grants under the Oil-Dri Corporation of America Outside Directors' Stock Plan. Mr. Thomas D. Kuczmarski received a grant of 10,000 shares during the fiscal year ended July 31, 2000.

# REPORT OF THE COMPENSATION COMMITTEE AND THE STOCK OPTION COMMITTEE OF OIL-DRI CORPORATION OF AMERICA ON EXECUTIVE COMPENSATION

## COMPENSATION POLICY

Oil-Dri's compensation policy is to provide its executive officers and other salaried employees with compensation opportunities competitive with comparable size companies, reflecting annual incentive opportunities commensurate with Company performance and level of responsibility, while allowing for recognition of divisional and individual performance. In determining the marketplace, Oil-Dri refers to salary surveys prepared and published by several large consulting firms. The companies represented in the surveys, which participate on a voluntary basis, are not the same group as that included in the Peer Group on the Performance Graph. On occasion the Company also uses the services of outside consultants. Using these sources, the Company sets its compensation policy to reflect the median of the marketplace. Further aligning compensation with overall Company performance, Oil-Dri makes periodic awards of stock options and restricted stock to key management officers and employees. This policy, the components of compensation which implement it, and its administration, continued in fiscal 2000, except that the incentive bonus component was modified for that year as reflected in ADMINISTRATION OF THE COMPENSATION PROGRAM below.

At present compensation levels, and given the performance based nature of the Company's Stock Option Plan, limitations on federal income tax deductibility of a top officer's compensation in excess of $1,000,000 have no impact. In general, the Company favors the preservation of tax deductibility, but reserves the right to reconsider this position.

## COMPENSATION COMPONENTS

Cash compensation for non-sales employees has two components, base salary and annual incentive bonus. (Sales employees generally have a third component - bonus related to sales objective.) For divisional employees, the largest percentage of incentive bonus has been based on divisional performance against divisional objectives, the next largest on overall corporate performance against corporate objectives, and the remainder on individual achievement of pre-agreed individual objectives. For non-divisional employees (including five of the executive officers) bonus has been tied predominately to overall corporate performance against corporate targets, the remainder tied to individual achievement of pre-agreed individual objectives. The Company has a number of salary grades reflecting differing levels of responsibility. For each salary grade, a minimum and maximum salary range is established based on a survey of comparable-sized companies. Incentive compensation is a target bonus equal to a percentage of the individual's annual base salary. This percentage is determined by the salary grade which reflects the level of responsibility and expected contribution of the position to the Company's financial results. For the individual's target to be fully achieved, Oil-Dri must meet projected overall corporate financial goals which are reviewed by the Compensation Committee and the individual's divisional and individual target goals must be met ("Plan"). Minimum and maximum payouts are set in relation to the achievement of these combined financial thresholds. For salaried non-exempt employees, if the Company meets its minimum corporate performance targets and any bonus is paid based on corporate performance, a corporate incentive bonus equal to the full target bonus is paid to each salaried non-exempt employee.

The annual incentive plan is designed to require communication to employees of expectations for Company performance and for potential individual rewards, so as to link Company performance and total annual pay. It provides for broad based participation, so that each salaried employee recognizes that he or she can contribute to the Company's success.

ADMINISTRATION OF THE COMPENSATION PROGRAM

During the year there is a review of employee performance and progress. At least once a year employee performance is documented and plans for employee development are discussed. At that review the employee's salary is reviewed and, based on the position of the salary within the salary range and the performance of the individual, a base salary change may, but will not necessarily, be recommended. On the basis of that review, any adjustment to reflect the employee's performance for incentive bonus is also determined.

The Compensation Committee reviews and generally oversees the Company's compensation program. The Company reviews with the Compensation Committee the prior year's salary results for the various base salary ranges and incentive bonus targets, and reviews the base salary ranges and the target bonus percentages for the coming year. In reviewing target bonus percentages for the coming fiscal year, the Company presents its earnings expectations for that year. Company recommendations for stock option grants and restricted stock grants to be made from time to time are reviewed with, and approved by, the Company's Stock Option Committee.

In fiscal 2000 the Company had recommended, and the Compensation Committee had approved, a pre-tax target income and a corporate sales target with a requirement for attainment of certain minimums before any bonus could be paid other than bonus for individual achievement of pre-agreed individual objectives ("MBO's"). The Company's fiscal 2000 performance fell below the targets, so that no bonus was to be paid under the Incentive Bonus Plan other than for achievement of MBO's. However, since no payments were to be made under the Incentive Bonus Plan, management proposed that, to encourage retention of employees in a highly competitive employment market and to avoid an adverse impact on employee morale: MBO's be paid as earned; each active plan participant be paid $1,000 (prorated as appropriate for partial year or part-time service); and specified amounts be paid to a limited number of employees to recognize their outstanding service and/or extra effort during the fiscal year. The Committee accepted management's proposal.

For fiscal 2001, the Committee approved management's recommendation that the divisional and MBO components of the Incentive Bonus Plan be eliminated, and the incentive bonus be determined solely on the basis of targeted sales and pre-tax income. No individual bonus of more than 200% of individual target bonus can be paid.

1995 LONG-TERM INCENTIVE PLAN

During fiscal 2000, additional stock option grants were made under the Company's 1995 Long-Term Incentive Plan by the Stock Option Committee.

COMPENSATION OF PRESIDENT AND CHIEF EXECUTIVE OFFICER; CHAIRMAN

At its September, 1999, meeting, the Committee had reviewed and set fiscal 2000 compensation for Mr. Daniel S. Jaffee at a salary of $275,000, an increase of $30,000, with continued participation in the Incentive Bonus Plan. In doing so it considered his performance and achievements as President and Chief Executive Officer during fiscal 1999. At its September, 2000, meeting the Committee approved management's proposal that Mr. Jaffee's compensation be kept at that level for fiscal 2001.

In setting the Chairman, Mr. Richard M. Jaffee's, compensation for fiscal 2000, the Committee had considered the Chairman's efforts and performance in relation to the Company's strategic and financial goals during fiscal 1999 and had determined that his base salary would remain at $275,000 and he should continue to not participate in the Incentive Bonus Program. It made the same determination with respect to his compensation for fiscal 2001.

COMPENSATION COMMITTEE AND
STOCK OPTION COMMITTEE
Allan H. Selig, Chairman, Compensation
Committee and Stock Option Committee
J. Steven Cole
Ronald B. Gordon
Paul J. Miller*

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* Mr. Miller is an alternate member of the Compensation and Stock Option Committees, serving on those committees only in the absence of one of the other members, but as such, does not participate in '95 Plan actions involving directors, executive officers or 10% stockholders.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Mr. Paul Miller, a director of the Company and an alternate member of the Compensation and Stock Option Committees, is a partner of Sonnenschein Nath & Rosenthal, counsel to the Company. Mr. Miller does not participate in Stock Option Committee actions involving employees subject to Section 16(b) of the Securities Exchange Act of 1934.

# REPORT OF THE AUDIT COMMITTEE OF OIL-DRI CORPORATION OF AMERICA

On June 9, 2000 the Audit Committee adopted the charter included in this Proxy Statement as Appendix A.

The Audit Committee consists of the following members of the Board of Directors: J. Steven Cole (Chairman), Allan H. Selig, and Ronald B. Gordon. Each meets the independence standards prescribed by the New York Stock Exchange and the Board has determined that Mr. Cole meets the accounting or related financial management expertise standard required by the Exchange.

At a meeting on July 21, 2000 the Committee reviewed with management and the independent auditors the restatement of the Company's financial results for the first three quarters of fiscal 2000 and discussed with them the Company's system of internal controls, particularly those relating to trade spending and incentives. It requested that these controls be reviewed and a report submitted to the Committee at its next meeting.

At its meeting on September 19, 2000 the Committee discussed the audited financial statements for fiscal year 2000 with management, including the chief financial officer (who, at the time was also the senior accounting executive), and the Company's independent accountants and met separately with the independent accountants and with management, including the chief financial officer. In those discussions the Committee reviewed with the independent auditors, to the extent applicable, the matters required to be discussed by Statements on Auditing Standards No. 61 (Communications with Audit Committees). The Committee also discussed with the independent accountants their independence from the Company and management and has received from the accountants, the written statement required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). The independent accountants advised the Committee that their audit included procedures designed to provide reasonable assurance for detection of illegal acts that would have a direct and material effect on the determination of financial statement amounts and procedures designed to identify related party transactions that are material to the financial statements or otherwise require disclosure in those statements.

The Committee also discussed with management and the independent auditors their report on the review of, and revisions to, the Company's controls on trade spending and incentives. It also discussed, and requested a further report on, internal controls relating to other areas of the Company's operations.

Based on the foregoing, the Committee recommended to the Board of Directors that the audited financial statements for fiscal year 2000 be included in the Company's Annual Report on form 10-K. The Committee also recommended that the Board select Blackman Kallick Bartelstein as the Company's independent auditors for the fiscal year 2001.

# PERFORMANCE GRAPH

Set forth below is a line graph comparing the yearly cumulative total shareholders' return on the Company's Common Stock against the yearly cumulative total return of the Russell 2000 and the Russell 2000 Materials and Processing Economic Sector Index (Peer Group). The graph assumes that the value of the investment in the Company's Common Stock, the Russell 2000 Index and the Russell 2000 Materials and Processing Economic Sector Index was $100 on July 31, 1995 and that all dividends were reinvested.

FIVE YEAR CUMULATIVE TOTAL RETURNS
OIL-DRI CORPORATION OF AMERICA

[PERFORMANCE GRAPH]

| | 1995 | 1996 | 1997 | 1998 | 1999 | 2000 |
|---|---|---|---|---|---|---|
| ODC | 100.00 | 93.94 | 118.29 | 94.34 | 114.16 | 58.06 |
| Russell 2000 | 100.00 | 106.91 | 142.61 | 145.90 | 156.72 | 178.28 |
| Peer Group | 100.00 | 102.38 | 132.01 | 124.54 | 114.08 | 104.40 |

## OTHER INFORMATION

### INDEPENDENT PUBLIC ACCOUNTANTS

The Company has selected Blackman Kallick Bartelstein as its independent public accountants for the current fiscal year. Blackman Kallick Bartelstein served in such capacity for the fiscal year ended July 31, 2000. Representatives of Blackman Kallick Bartelstein will be present at the Annual Meeting with an opportunity to make a statement if they so desire and to answer questions that any stockholder may have.

### ANNUAL REPORT ON FORM 10-K

This Proxy Statement does not include information regarding executive officers called for by Item 401(b) of Regulation S-K because such information is furnished in the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2000, and such information is incorporated herein by reference thereto. The Company's Annual Report on Form 10-K was filed with the Securities and Exchange Commission on October 25, 2000. A COPY OF THE COMPANY'S 2000 ANNUAL REPORT TO THE SECURITIES AND EXCHANGE COMMISSION ON FORM 10-K AND ANNUAL REPORT TO STOCKHOLDERS ARE BEING SENT TO EACH STOCKHOLDER ALONG WITH THIS PROXY STATEMENT.

### STOCKHOLDER PROPOSALS

Stockholder proposals for inclusion in proxy material for the 2001 Annual Meeting of Stockholders should be addressed to the Office of Stockholder Relations, Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611, and must be received by July 5, 2001. In the case of other stockholder proposals not included in the Company's proxy material, the Company may generally exercise discretionary voting authority, conferred by proxies, at its 2001 Annual Meeting with respect to any such proposal that is not timely submitted (i.e., of which the Company did not have notice by September 18, 2001). If such notice is given by September 18, 2001, generally the Company may exercise discretionary authority as to proposals covered by the notice if the Company includes in its proxy statement for the Annual Meeting advice on the nature of the proposal and how the Company intends to exercise its discretion.

## 2. OTHER MATTERS

At this time, the Board of Directors is not aware of any matters not referred to herein which might be presented for action at the meeting. However, if any other business should come before the meeting, votes may be cast in respect to such matters in accordance with the best judgment of the person or persons acting under the proxies.

By Order of the Board of Directors

Richard M. Jaffee
RICHARD M. JAFFEE
Chairman of the Board

Chicago, Illinois
November 3, 2000

# APPENDIX A

## OIL-DRI CORPORATION OF AMERICA
## AUDIT COMMITTEE CHARTER

### PURPOSE

The Audit Committee is appointed by the Board of Directors (the "Board") of Oil-Dri Corporation of America to assist the Board in monitoring (1) the integrity of the financial statements of Oil-Dri Corporation of America and its Subsidiaries ("Oil-Dri"), (2) the compliance by Oil-Dri with legal and regulatory requirements and Oil-Dri policies, and (3) the independence and performance of Oil-Dri's outside auditors.

### ORGANIZATION

The Audit Committee shall be comprised of three members of the Board. The members of the Audit Committee shall meet the independence and experience requirements of the New York Stock Exchange. The members and the Chairman of the Audit Committee shall be appointed by the Board. The Audit Committee shall meet when called by the Chairman, but at least four times a year.

### DUTIES AND RESPONSIBILITIES

While the Audit Committee has the responsibilities and powers set forth in this Audit Committee Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that Oil-Dri's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations (unless otherwise authorized to do so by the Board), to resolve disagreements, if any, between management and the independent auditor or to assure compliance with laws and regulations and Oil-Dri's policies.

The Board and Audit Committee have the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent auditor (or to nominate the independent auditor for stockholder approval in any proxy statement). The independent auditor is ultimately accountable to the Board and the Audit Committee, as representatives of Oil-Dri's stockholders.

To fulfill its duties and responsibilities, the Audit Committee shall:

#### General Responsibilities

- Make regular reports to the Board with such recommendations as the Committee may deem appropriate.

- Review and reassess the adequacy of this Charter annually and recommend changes to the Board for approval.

- Meet at least annually with the chief financial officer, the senior accounting executive and the independent auditor in separate executive sessions.

- Assist the Board in satisfying its responsibilities to the stockholders with respect to matters relating to Oil-Dri's accounting, financial reporting, audit, legal compliance, and internal control practices.

#### Internal Control

- Review with management and independent accountants the quality and adequacy of internal controls.

#### Financial Reporting Process

- Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect Oil-Dri's financial statements.

- Review with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of Oil-Dri's financial statements.

- Review with management and the independent auditor Oil-Dri's quarterly financial statements and press release prior to release of quarterly earnings.

- Review Oil-Dri's major financial risk exposures and the steps management has taken to monitor and control such exposures.

- Review major changes to Oil-Dri's accounting principles and practices as suggested by the independent auditor or management.

Review of Process for Company Compliance with Laws, Regulations and Policies

- Review with Oil-Dri's counsel, at least annually, legal matters that may have a material impact on the financial statements, Oil-Dri's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

Independent Accountants

- Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Audit Committee and the Board.

- Receive from the independent auditor a formal written statement delineating all relationships between the independent auditor and Oil-Dri (consistent with Independence Standards Board Standard 1).

- Receive periodic reports, at least annually, from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, including discussion of any disclosed relationships or services that may impact the objectivity and independence of the auditor, and if so determined by the Audit Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.

- Review with management and the independent auditor prior to the audit, planning, staffing and budget for the audit.

- Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit.

- Review with the independent auditor any problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any management letter provided by the auditor and Oil-Dri's response to that letter.

- Obtain from the independent auditor assurance that Section 10A of the Private Securities Litigation Reform Act of 1995 has not been implicated.

ADDITIONAL AUTHORITIES

- The Audit Committee shall have the authority to retain special legal, accounting or other consultants to advise the Audit Committee. The Audit Committee may request any officer or employee of Oil-Dri or Oil-Dri's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Audit Committee.

REPORTING RESPONSIBILITIES

- Prepare the report required by the rules of the Securities and Exchange Commission to be included in Oil-Dri's annual proxy statement.

The Audit Committee Charter was approved on June 9, 2000 by the Audit Committee and recommended to the Board of Directors, who approved it on the same date.

PROXY PROXY

OIL-DRI CORPORATION OF AMERICA
410 NORTH MICHIGAN AVENUE, CHICAGO, ILLINOIS 60611

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Richard M. Jaffee, Daniel S. Jaffee and Robert L. Vetere as Proxies, each with the power to appoint his substitute (the action of one, if only one be present and acting, to be in any event controlling), and hereby authorizes them to represent and to vote, as designated below, all of the shares of Common Stock and Class B Stock of Oil-Dri Corporation of America held of record by the undersigned at the close of business on October 27, 2000 at the annual meeting of stockholders to be held on December 5, 2000 or any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. EXCEPT AS OTHERWISE DIRECTED, THIS PROXY WILL BE VOTED FOR PROPOSAL 1.

PLEASE MARK, SIGN, DATE AND MAIL THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

(Continued and to be signed on reverse side.)

OIL-DRI CORPORATION OF AMERICA
PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY. [ ]

[ ]

| | FOR ALL | WITHHOLD ALL | FOR ALL (EXCEPT NOMINEE(S) WRITTEN BELOW) |
|---|---|---|---|
| 1. ELECTION OF DIRECTORS - Nominees: J. Steven Cole, Arnold W. Donald, Ronald B. Gordon, Daniel S. Jaffee, Richard M. Jaffee, Thomas D. Kuczmarski, Joseph C. Miller, Paul J. Miller, Allan H. Selig. | [ ] | [ ] | [ ] ------------------- |

2. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.
Please check box if you are planning to attend the meeting. [ ]

Dated: ___________________________, 2000

Signature(s)______________________________________

__________________________________________________
Please sign exactly as name appears on this side of the proxy. When shares are held by joint tenants, both should sign. When signing as attorney, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by an authorized person.

* FOLD AND DETACH HERE *

YOUR VOTE IS IMPORTANT!

PLEASE MARK, SIGN, DATE AND MAIL THE PROXY CARD PROMPTLY
USING THE ENCLOSED ENVELOPE.