UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **October 5, 2011**

Oil-Dri Corporation of America
(Exact name of registrant as specified in its charter)

Delaware	**001-12622**	**36-2048898**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

410 North Michigan Avenue **Suite 400** **Chicago, Illinois**	**60611-4213**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code **(312) 321-1515**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 **Results of Operations and Financial Condition.**

On October 12, 2011, Oil-Dri Corporation of America (the "Registrant") issued a press release announcing its results of operations for its fourth quarter and fiscal year ended July 31, 2011. A copy of the press release is attached as Exhibit 99.1 and the information contained therein is incorporated herein by reference. The information contained in this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), and it shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) Departure of Steven A. Adolph. On October 10, 2011, Steven J. Adolph ceased to serve as the Registrant's Vice President, Business to Business and International Consumer Products and one of the Registrant's executive officers. The termination of his employment was not for cause and is effective on the same date.

(e) Fiscal 2012 Annual Incentive Plan. At its regular meeting on October 5, 2011, the Compensation Committee of the Board of Directors of the Registrant approved the performance measure and targets to be used to determine incentive awards under the Oil-Dri Corporation of America Annual Incentive Plan (the "Plan") for the fiscal year ending July 31, 2012 ("fiscal 2012"). Under the Plan, eligible employees (including the Registrant's principal executive officer (the "Chief Executive Officer"), principal financial officer, chief accounting officer and the three other most highly paid executive officers for fiscal 2012 (collectively, the ("Named Executive Officers")) may receive annual cash incentive awards equal to a percentage of base salary. The Plan provides for the possibility of awards based on corporate financial performance and special performance or a combination of the two. The performance measure approved for fiscal 2012 is corporate financial performance as measured by achievement of target pre-tax, pre-bonus income as specified in the Registrant's fiscal 2012 annual incentive plan. Fiscal 2012 annual incentive plan target pre-tax, pre-bonus income will differ from pre-tax income shown in the Registrant's fiscal 2012 audited consolidated financial statements in that the former will (i) include the entire amount of annual incentive plan awards, both cash and the executive deferred bonus awards described below, for fiscal 2012 and (ii) subtract the amortization for prior years' executive deferred bonus awards. As a result of these differences, the performance measure under the fiscal 2012 annual incentive plan takes into consideration the full amount of any executive deferred bonus awards in the fiscal year for which they are made, rather than amortizing those awards over their vesting period. The foregoing covers only those differences known at the time of the adoption of the fiscal 2012 performance measure. With approval of the Compensation Committee, other items which may arise during fiscal 2012 because of extraordinary or nonrecurring events or changes in applicable accounting rules or similar events may also be used to adjust annual incentive plan target pre-tax, pre-bonus income.

The fiscal 2012 annual incentive plan provides that employees exempt from the overtime requirements of the Fair Labor Standards Act ("exempt employees") will receive their full target bonus if the Registrant achieves 100% of its annual incentive plan target. If the Registrant achieves 126% of its annual incentive plan target, bonuses of 150% of target bonus will be paid, and if the Registrant achieves 144% of its annual incentive plan target, bonuses of 200% of target bonus will be paid. Under the Plan, bonuses are capped at 200% of target bonus. If the Registrant achieves 84% of its annual incentive plan target, bonuses of 25% of target will be paid. Additional specific targets between 84% of annual incentive plan target and 144% of annual incentive plan target were also approved. If performance falls between two of the specified targets, the bonus payment percentage will be prorated.

Employees not exempt from the overtime requirements of the Fair Labor Standards Act and not covered by a collective bargaining agreement (“non-exempt employees”) will receive their full target bonus of 7.5% of pay if the Registrant achieves 84% or more of its annual incentive plan target. Bonuses for these employees are capped at 100% of target bonus.

The Plan also provides for the possibility of executive deferred bonus awards for the Registrant’s senior management (including the Named Executive Officers). The fiscal 2012 performance measure and targets for executive deferred bonus awards under the Plan are the same as those listed above for exempt employees, except that no executive deferred bonus awards will be made unless 95% of target bonus is earned (meaning the Registrant has achieved 95% of its annual incentive plan target). Executive deferred bonus awards earned in fiscal 2012 will vest and be payable at the end of three years, on July 31, 2015, provided the participant is employed by the Registrant at that time. The Plan specifies certain events which may result in earlier vesting. All of the Named Executive Officers (except the Chief Executive Officer and the Vice President of Manufacturing) and other members of senior management are participants in the executive deferred bonus portion of the Plan for fiscal 2012.

Target bonuses for the cash portion of the Plan range from 4% to 50% of base salary; target bonuses for the executive deferred bonus portion range from 10% to 25% of base salary. The specific percentage for both the cash and executive deferred portions of the Plan are generally determined by each eligible employee’s salary grade. Essentially all salaried employees of the Registrant and its domestic subsidiaries, and certain employees of its United Kingdom and Canadian subsidiaries, are eligible to participate in the Plan; at July 31, 2011, there were approximately 285 eligible employees.

The bonus opportunity for fiscal 2012 as a percent of base salary (as of the end of fiscal 2012) that each Named Executive Officer would receive if threshold, targeted and maximum performance is achieved is shown below:

	Bonus Opportunity as a % of Base Salary								
	Threshold			**Target**			**Maximum**		
	Cash Bonus	**Deferred Bonus**	**Total Bonus**	**Cash Bonus**	**Deferred Bonus**	**Total Bonus**	**Cash Bonus**	**Deferred Bonus**	**Total Bonus**
Daniel S. Jaffee President and Chief Executive Officer	12.50%	0%	12.50%	50.00%	0%	50.00%	100.00%	0%	100.00%
Jeffrey M. Libert Vice President and Chief Financial Officer	7.50%	0%	7.50%	30.00%	15.00%	45.00%	60.00%	30.00%	90.00%
Daniel T. Smith Vice President and Chief Accounting Officer	7.50%	0%	7.50%	30.00%	15.00%	45.00%	60.00%	30.00%	90.00%
Thomas F. Cofsky Vice President of Manufacturing	10.00%	0%	10.00%	40.00%	0.00%	40.00%	80.00%	0.00%	80.00%
Steven J. Adolph Vice President, Business to Business and International Consumer Products	10.00%	0%	10.00%	40.00%	20.00%	60.00%	80.00%	40.00%	120.00%
Douglas A. Graham Vice President, General Counsel and Secretary	7.50%	0%	7.50%	30.00%	12.00%	42.00%	60.00%	24.00%	84.00%

Note: The percentages shown above are based on the salary grades of the Named Executive Officers as of October 5, 2011 and may change if the salary grade of a Named Executive Officer changes during the remainder of fiscal 2012.

The Chief Executive Officer may exercise discretion in determining the incentive bonus to be paid under the Plan to any employee, including the Named Executive Officers, except himself, as shown below:

- The Chief Executive Officer may increase or decrease any participant's percent of cash corporate financial performance bonus earned by up to 25 percentage points, subject to limitations specified in the Plan. For example, if according to the corporate financial performance measure, 75% of the corporate financial performance bonus has been earned, the Chief Executive Officer may adjust an individual participant's percent of corporate financial performance bonus earned to as little as 50% or as much as 100%.

- The Chief Executive Officer may adjust individual executive deferred bonus awards downward or upward, based on the participant's individual performance and/or the performance of the participant's department or division.

- The Chief Executive Officer may award a bonus of up to 25% of target bonus for exempt employees (and up to 100% of target bonus for non-exempt employees) if the Registrant fails to achieve the minimum performance otherwise required for payment of an award under the Plan for fiscal 2012.

The foregoing summary is qualified in its entirety by reference to the full and complete terms of the Plan, which was attached as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on October 13, 2006, and which is incorporated herein by reference.

The Chief Executive Officer and Vice President of Manufacturing have each requested that they not be eligible for an executive deferred bonus award under the Plan in fiscal 2012. At its October 5, 2011 meeting, however, the Compensation Committee stated its current intention to grant to the Chief Executive Officer and Vice President of Manufacturing, at a meeting following the end of fiscal 2012, an award of restricted shares of Class B Stock under the terms of our 2006 Long Term Incentive Plan (the "Equity Incentive Plan"). If granted, the dollar value of the restricted shares award would be calculated to equal the amount, if any, of the executive deferred bonus award each would have received under the Plan as a result of our corporate financial performance in fiscal 2012, had our Chief Executive Officer and Vice President of Manufacturing been participants in that portion of the Plan. That dollar value would then be divided by the average closing sale price of the Registrant's Common Stock for the 30 trading days preceding the date of grant (or another similar measure determined to be appropriate by the Compensation Committee) to establish the actual number of restricted shares granted. If any restricted shares are in fact granted, those shares would "cliff" vest in full on July 31, 2015.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description of Exhibits
99.1	Press Release of the Registrant dated October 12, 2011

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OIL-DRI CORPORATION OF AMERICA

By: /s/ Douglas A. Graham
Douglas A. Graham
Vice President and General Counsel

Date: October 12, 2011

Exhibit Index

Exhibit Number	Description of Exhibits
99.1	Press Release of the Registrant dated October 12, 2011

Exhibit 99.1

News Release

News Announcement **For Immediate Release**

CONTACT
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Oil-Dri Corporation of America
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Oil-Dri Announces Fourth Quarter and Fiscal Year 2011 Results

CHICAGO – (October 12, 2011) – Oil-Dri Corporation of America (NYSE: ODC) today announced net sales of $226,755,000 for the fiscal year ended July 31, 2011, a 4% increase compared with net sales of $219,050,000 for the previous fiscal year. Net income for the fiscal year was $9,051,000, or $1.26 per diluted share, a 3% decrease compared with net income of $9,458,000 or $1.30 per diluted share for the previous fiscal year.

Net sales for the fourth quarter were $57,731,000, a 6% increase compared with net sales of $54,653,000 in the same quarter one year ago. The Company reported net income for the quarter of $2,895,000, or $0.40 per diluted share, a 21% increase compared with net income of $2,416,000 or $0.33 per diluted share in the same quarter one year ago.

Fiscal Year Business Review

President and Chief Executive Officer Daniel S. Jaffee said, “This year we were able to achieve moderate sales growth and maintain a strong balance sheet while investing heavily in a new product launch and continuing to invest in several key initiatives.

“In the fourth quarter, we introduced Cat’s Pride Fresh & Light, a new concept in cat litter. The product capitalizes on our lighter density mineral reserves, and uses a blend of sodium and calcium bentonite covered by both an existing patent and a pending patent application. The marketing investment for Fresh & Light has exceeded any recent Company initiative. You can view our commercials on our Cat’s Pride Facebook site: www.facebook.com/catspride. Commercials will begin airing on cable television this fall and then again in the spring. Initial sales of Fresh & Light were captured in the fourth quarter before our formal advertising campaign was launched.

"During the fiscal year, we continued to optimize the manufacturing process for Verge granules that brought repeat business and increased capacity. Our fluids purification products maintained year over year growth. We added a strategic animal health distributor in Japan and Brazil that will help the company achieve greater coverage in those regions."

KEY METRICS

Key Metrics	F'11	F'10	F'09	F'08	F'07
Cash, cash equivalents & investments	$ 33,722,000	$ 24,621,000	$ 19,837,000	$ 27,764,000	$ 30,027,000
Net cash provided by operations	$ 13,108,000	$ 26,216,000	$ 15,814,000	$ 11,341,000	$ 16,851,000
Cash and equivalents less notes payable	$ 422,000	$ 6,321,000	$ (1,663,000)	$ 684,000	$ (1,133,000)
Return on average stockholders' equity	9.7%	10.5%	10.8%	10.8%	10.0%
*Net income per diluted share	$ 1.26	$ 1.30	$ 1.33	$ 1.25	$ 1.09
Capital expenditures	$ 13,806,000	$ 10,413,000	$ 15,253,000	$ 7,302,000	$ 7,757,000
Dividends paid	$ 4,218,000	$ 3,992,000	$ 3,684,000	$ 3,377,000	$ 3,038,000
Dividends paid per Common Stock share	$ 0.64	$ 0.60	$ 0.56	$ 0.52	$ 0.48

**Net income per diluted share for fiscal years 2009, 2008 and 2007 have been restated to reflect a new accounting standard effective August 1, 2009. The new standard requires us to include our unvested restricted stock awards as participating securities in the calculation of net income per diluted share.*

Fiscal Year Segment Review

Business to Business Products Group

	Fourth Quarter		Fiscal Year	
	2011	2010	2011	2010
Net Sales	$ 19,047,000	$ 18,716,000	$ 74,479,000	$ 71,991,000
Segment Income	$ 4,884,000	$ 4,647,000	$ 19,504,000	$ 19,925,000

Net sales for the Company's **Business to Business Products Group** were up 3% for the fiscal year driven by a higher average net selling price, which offset the Group's volume decrease. Group income was down 2% in the fiscal year due to higher costs for freight, packaging and materials. Net sales of agricultural carriers, fluids purification and animal health products increased while sales of co-packaged cat litters decreased. Net sales of Agsorb agricultural carriers increased due to price and volume. Verge granules generated incremental sales from the professional pesticide and agricultural markets. Fluids purification products net sales to edible oil and recycled oil markets increased. Animal health products benefited from a higher average net selling price although tons sold declined. Co-packaged cat litters continued to decline as cat litter consumers continued to switch from coarse to scoopable litters.

Retail and Wholesale Products Group

	Fourth Quarter		Fiscal Year	
	2011	2010	2011	2010
Net Sales	$ 38,684,000	$ 35,937,000	$ 152,276,000	$ 147,059,000
Segment Income	$ 2,462,000	$ 2,517,000	$ 10,439,000	$ 11,669,000

Net sales for the Company's **Retail and Wholesale Products Group** were up 4% for the fiscal year due to a higher average net selling price and sales mix. Group income was down 11% due to higher costs for freight, packaging and materials. Investment for new product research and promotion exceeded prior year spending. Net sales increases were realized for both cat litter and floor absorbent products, which offset the Group's decrease in tons sold. Cat's Pride cat litter sales and volume were up primarily due to the product reinstatement with the Company's largest customer and initial sales of Fresh & Light cat litter in the fourth quarter. Net sales of floor absorbents were up due to higher selling prices. Sales of the Company's foreign subsidiaries were down significantly due to strong competition and the loss of major accounts.

Financial Review

On June 23, 2011, Oil-Dri's Board of Directors increased quarterly cash dividends to $0.17 per share of outstanding Common Stock and $0.1275 per share of outstanding Class B Stock. The dividends were payable September 2, 2011 to stockholders of record at the close of business on August 19, 2011. The Company has paid cash dividends continuously since 1974 and has increased dividends annually for the past eight years.

At the end of the fourth quarter, the annualized dividend yield on the Company's Common Stock was 3.3%, based on the quarter's stock closing price of $20.69 per share and the latest cash quarterly dividend of $0.17.

Cash, cash equivalents and short-term investments at July 31, 2011, totaled $33,722,000. Capital expenditures for the fiscal year totaled $13,806,000, which was $5,333,000 more than the fiscal year's depreciation and amortization of $8,473,000.

Looking Forward

Jaffee continued, "This coming year we will focus our resources on accomplishing sales and marketing goals for Cat's Pride Fresh & Light. We will continue to invest heavily in marketing activities throughout fiscal 2012 and expect this product to positively impact earnings in fiscal 2013."

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The Company will offer a live webcast of the fourth quarter earnings teleconference on Thursday, October 13, 2011 from 10:00 a.m. to 10:30 a.m., Chicago Time. To listen to the call via the web, please visit www.streetevents.com or www.oildri.com. An archived recording of the call and written transcripts of all teleconferences are posted on the Oil-Dri website.

Oil-Dri Corporation of America is a leading supplier of specialty sorbent products for agricultural, horticultural, fluids purification, specialty markets, industrial and automotive, and is the world's largest manufacturer of cat litter.

Certain statements in this press release may contain forward-looking statements that are based on our current expectations, estimates, forecasts and projections about our future performance, our business, our beliefs, and our management's assumptions. In addition, we, or others on our behalf, may make forward-looking statements in other press releases or written statements, or in our communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls, and conference calls. Words such as "expect," "outlook," "forecast," "would", "could," "should," "project," "intend," "plan," "continue," "believe," "seek," "estimate," "anticipate," "believe", "may," "assume," variations of such words and similar expressions are intended to identify such forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Such statements are subject to certain risks, uncertainties and assumptions that could cause actual results to differ materially including, but not limited to, the dependence of our future growth and financial performance on successful new product introductions, intense competition in our markets, volatility of our quarterly results, risks associated with acquisitions, our dependence on a limited number of customers for a large portion of our net sales and other risks, uncertainties and assumptions that are described in Item 1A (Risk Factors) of our most recent Annual Report on Form 10-K and other reports we file with the Securities and Exchange Commission. Should one or more of these or other risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results may vary materially from those anticipated, intended, expected, believed, estimated, projected or planned. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Except to the extent required by law, we do not have any intention or obligation to update publicly any forward-looking statements after the distribution of this press release, whether as a result of new information, future events, changes in assumptions, or otherwise.

O I L - D R I   C O R P O R A T I O N   O F   A M E R I C A

Consolidated Statements of Income
(in thousands, except for per share amounts)
(unaudited)

	Fourth Quarter Ended July 31,			
	2011	**% of Sales**	**2010**	**% of Sales**
Net Sales	$ 57,731	100.0%	$ 54,653	100.0%
Cost of Sales	(45,298)	78.5%	(43,128)	78.9%
Gross Profit	12,433	21.5%	11,525	21.1%
Operating Expenses	(8,378)	14.5%	(8,612)	15.8%
Operating Income	4,055	7.0%	2,913	5.3%
Interest Expense	(558)	1.0%	(293)	0.5%
Other Income	(14)	0.0%	203	0.4%
Income Before Income Taxes	3,483	6.0%	2,823	5.2%
Income Taxes	(588)	1.0%	(407)	0.7%
Net Income	$ 2,895	5.0%	$ 2,416	4.4%
Net Income Per Share:				
Basic Common	$ 0.43		$ 0.36	
Basic Class B Common	$ 0.33		$ 0.28	
Diluted	$ 0.40		$ 0.33	
Average Shares Outstanding:				
Basic Common	5,095		5,170	
Basic Class B Common	1,913		1,897	
Diluted	7,090		7,216	

	Twelve Months Ended July 31,			
	2011	**% of Sales**	**2010**	**% of Sales**
Net Sales	$ 226,755	100.0%	$ 219,050	100.0%
Cost of Sales	(176,715)	77.9%	(169,362)	77.3%
Gross Profit	50,040	22.1%	49,688	22.7%
Operating Expenses	(36,331)	16.0%	(36,139)	16.5%
Operating Income	13,709	6.0%	13,549	6.2%
Interest Expense	(2,053)	0.9%	(1,345)	0.6%
Other Income	485	0.2%	610	0.3%
Income Before Income Taxes	12,141	5.4%	12,814	5.8%
Income Taxes	(3,090)	1.4%	(3,356)	1.5%
Net Income	$ 9,051	4.0%	$ 9,458	4.3%
Net Income Per Share:				
Basic Common	$ 1.36		$ 1.42	
Basic Class B Common	$ 1.06		$ 1.07	
Diluted	$ 1.26		$ 1.30	
Average Shares Outstanding:				
Basic Common	5,083		5,203	
Basic Class B Common	1,908		1,891	
Diluted	7,103		7,275	

O I L - D R I C O R P O R A T I O N O F A M E R I C A

Consolidated Balance Sheets
(in thousands, except for per share amounts)
(unaudited)

		As of July 31,	
		2011	2010
Current Assets			
Cash and Cash Equivalents		$ 17,885	$ 18,762
Investment in Short-term Securities		15,837	5,859
Accounts Receivable, net		29,217	27,178
Inventories		19,230	16,023
Prepaid Expenses		9,647	8,367
Total Current Assets		91,816	76,189
Property, Plant and Equipment		68,028	62,502
Other Assets		13,549	15,291
Total Assets		$ 173,393	$ 153,982
Current Liabilities			
Current Maturities of Notes Payable		$ 3,600	$ 3,500
Accounts Payable		6,369	6,482
Dividends Payable		1,129	1,043
Accrued Expenses		15,382	16,766
Total Current Liabilities		26,480	27,791
Long-Term Liabilities			
Notes Payable		29,700	14,800
Other Noncurrent Liabilities		21,915	20,802
Total Long-Term Liabilities		51,615	35,602
Stockholders' Equity		95,298	90,589
Total Liabilities and Stockholders' Equity		$ 173,393	$ 153,982
Book Value Per Share Outstanding		$ 13.63	$ 12.77
Acquisitions of			
Property, Plant and Equipment	**Fourth Quarter**	$ 3,596	$ 2,468
	Year to Date	$ 13,806	$ 10,413
Depreciation and Amortization Charges	**Fourth Quarter**	$ 2,161	$ 1,859
	Year to Date	$ 8,473	$ 7,371

O I L - D R I C O R P O R A T I O N O F A M E R I C A
Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	For the Twelve Months Ended July 31,	
CASH FLOWS FROM OPERATING ACTIVITIES	**2011**	**2010**
Net Income	$ 9,051	$ 9,458
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and Amortization	8,473	7,371
(Increase) Decrease in Accounts Receivable	(2,075)	1,884
(Increase) Decrease in Inventories	(3,207)	1,772
Increase in Accounts Payable	275	1,702
(Decrease) Increase in Accrued Expenses	(1,384)	2,496
Other	1,975	1,533
Total Adjustments	4,057	16,758
Net Cash Provided by Operating Activities	13,108	26,216
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital Expenditures	(13,806)	(10,413)
Net (Purchases) Dispositions of Investment Securities	(10,008)	2,148
Other	149	375
Net Cash Used in Investing Activities	(23,665)	(7,890)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Issuance of Long-Term Debt	18,500	--
Principal Payments on Long-Term Debt	(3,500)	(3,200)
Dividends Paid	(4,218)	(3,992)
Purchase of Treasury Stock	(2,474)	(5,988)
Other	1,621	1,866
Net Cash Provided by (Used in) Financing Activities	9,929	(11,314)
Effect of exchange rate changes on cash and cash equivalents	(249)	(89)
Net (Decrease) Increase in Cash and Cash Equivalents	(877)	6,923
Cash and Cash Equivalents, Beginning of Year	18,762	11,839
Cash and Cash Equivalents, July 31	$ 17,885	$ 18,762