

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>JAFFEE DANIEL S</u>  (Last) (First) (Middle) 410 N. MICHIGAN AVE. SUITE 400  (Street) CHICAGO IL 60611-4213  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OIL DRI CORPORATION OF AMERICA [ ODC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2006	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2006		C <sup>(1)</sup>		4,100	A	\$0	4,100	D	
Common Stock	02/27/2006		S		100	D	\$18.56	4,000	D	
Common Stock	02/27/2006		S		100	D	\$18.57	3,900	D	
Common Stock	02/27/2006		S		500	D	\$18.6	3,400	D	
Common Stock	02/27/2006		S		100	D	\$18.61	3,300	D	
Common Stock	02/27/2006		S		200	D	\$18.7	3,100	D	
Common Stock	02/27/2006		S		100	D	\$18.73	3,000	D	
Common Stock	02/27/2006		S		3,000	D	\$18.8	0	D	
Common Stock	02/28/2006		C <sup>(1)</sup>		25,900	A	\$0	25,900	D	
Common Stock	02/28/2006		S		23,900	D	\$18.5	2,000	D	
Common Stock	02/28/2006		S		2,000	D	\$18.6	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Stock	\$0	02/27/2006		M <sup>(2)</sup>		4,100		(3)	(3)	Common Stock	4,100	\$11.25	38,566	D	
Class B Stock	\$0	02/27/2006		C <sup>(1)</sup>			4,100	(3)	(3)	Common Stock	4,100	\$0	34,466	D	
Class B Stock	\$0	02/28/2006		M <sup>(2)</sup>		25,900		(3)	(3)	Common Stock	25,900	\$11.25	60,366	D	
Class B Stock	\$0	02/28/2006		C <sup>(1)</sup>			25,900	(3)	(3)	Common Stock	25,900	\$0	34,466	D	
Stock Options (Right to buy)	\$11.25	02/27/2006		M <sup>(2)</sup>		4,100		09/18/2000	09/18/2008	Class B Common Stock	4,100	\$0	115,900	D	
Stock Options (Right to buy)	\$11.25	02/28/2006		M <sup>(2)</sup>		25,900		09/18/2000	09/18/2008	Class B Common Stock	25,900	\$0	90,000	D	
Class B Stock	\$0							(3)	(3)	Common Stock	2		2	I	By Spouse
Stock Options (Right to buy)	\$11.25							09/18/2000	09/18/2008	Class B Common Stock	4,250		4,250	I	By Spouse
Class B Stock	\$0							(3)	(3)	Common Stock	64,569.18		64,569.18	I	Partnership

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Stock	\$0							(3)	(3)	Common Stock	366		366	I	Trustee1
Class B Stock	\$0							(3)	(3)	Common Stock	381		381	I	Trustee2
Class B Stock	\$0							(3)	(3)	Common Stock	23,773.59		23,773.59	I	Trustee3
Class B Stock	\$0							(3)	(3)	Common Stock	23,773.59		23,773.59	I	Trustee4
Class B Stock	\$0							(3)	(3)	Common Stock	23,773.59		23,773.59	I	Trustee5

**Explanation of Responses:**

1. Conversion of Class B Stock to Common Stock. Class B Stock may be converted at any time at the option of the holder into Common Stock on a share for share basis. See note 134 to SEC Release 34-288691.
2. Exercise of employee stock options pursuant to the Oil-Dri Corporation of America 1995 Long-Term Incentive Plan in a transaction exempt under rule 16b-3.
3. Class B Stock may be converted at any time at the option of the holder into Common Stock on a share for share basis. See note 134 to SEC Release 34-288691

Maryon Gray by Power of Attorney      02/28/2006

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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