SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* JAFFEE DANIEL S	2. Issuer Name **and** Ticker or Trading Symbol Oil-Dri Corp of America [ODC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) 410 N. MICHIGAN AVE. SUITE 400	3. Date of Earliest Transaction (Month/Day/Year) 10/04/2019	X Director X 10% Owner X Officer (give title below) Other (specify below) Chairman, President and CEO

(Street) CHICAGO IL 60611-4213 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	10/04/2019		C[1]		32,268	A	$0	43,400	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	$0.0	10/04/2019		C[1]			32,268	[2]	[2]	Common Stock	32,268	$0	442,166	D	
Class B Stock	[2]							[2]	[2]	Common Stock	0.0		0	I	By former spouse[3]

Explanation of Responses:

1. Represents shares of Class B Stock converted into Common Stock pursuant to the Certificate of Incorporation of Oil-Dri, as amended, pursuant to the terms of a divorce settlement.

2. Class B Stock may be converted pursuant to the terms of the Certificate of Incorporation of Oil-Dri, as amended.

3. The reporting person no longer indirectly beneficially owns any Class B Stock owned by his former spouse.

Remarks:

/s/ Laura G. Scheland by Power of Attorney   10/08/2019

** Signature of Reporting Person   Date