

**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) November 22, 2005

**Oil-Dri Corporation of America**

*(Exact name of registrant as specified in its charter)*

**Delaware**

**0-8675**

**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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- 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 November 22, 2005, Oil-Dri Corporation of America (the "Registrant") issued a press release announcing its results of operations for the first quarter of its fiscal year 2006. 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 Form 8-K, including the exhibit, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, and it shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit Number	Description of Exhibits
99.1	Press Release of the Registrant dated November 22, 2005.

**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/ Charles P. Brissman

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Charles P. Brissman  
Vice President and General Counsel

Date: November 23, 2005

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Exhibit Index

**Exhibit  
Number**

**Description of Exhibits**

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99.1

Press Release of the Registrant dated November 22, 2005.

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### Oil-Dri Reports Record First Quarter Sales and Reduced Income Resulting From Soaring Energy Costs

CHICAGO, Nov. 22 /PRNewswire-FirstCall/ -- Oil-Dri Corporation of America (NYSE: ODC) today announced record first quarter sales of \$47,789,000 for the three month period ended October 31, 2005. Sales were 8% greater than sales of \$44,121,000 in the first quarter one year ago. Net income for the quarter was \$1,028,000 or \$0.18 per diluted share, compared to \$1,280,000 or \$0.22 per diluted share in the same quarter one year ago.

#### First Quarter Review

President and Chief Executive Officer, Daniel S. Jaffee commented, "This was a good quarter for the company. While earnings were behind last year, positive results were achieved in one of the most difficult operating periods we have ever experienced. Energy costs had already begun to increase earlier in the year and skyrocketed after hurricanes Katrina and Rita. These tragic events had a dramatic effect on our cost structure during this three-month period.

"The cost of energy used to manufacture our products was up almost 100% over the previous year's first quarter. The company absorbed widespread cost increases for transportation, packaging and other manufacturing inputs. In spite of these challenges, we enjoyed record first quarter sales.

"The company recorded non-recurring income of \$0.05 per diluted share in the first quarter from the sale of water rights owned in northern Nevada. These non-strategic assets were sold to an unaffiliated party in August 2005.

"In this quarter we reorganized our business units to better reflect how we manage our business and the customers who buy our products. Going forward, we will report on two operating segments, Retail and Wholesale and Business- to-Business. This change increases our focus on the diverse markets we sell into and serve. The new operating groups are comprised of the product lines shown below:

Retail & Wholesale Group	Business-to-Business Group
Cat litter and related products	Fluid purification adsorbents
Floor absorbents and lite synthetics	Agricultural clay carriers
Canada and UK operations	Sports turf granules Animal health & nutrition binders & amendments
	Co-packaged cat litter

"Wade Bradley, formerly head of our Consumer Products Group, has been promoted to President of the Retail and Wholesale Group. The Business-to- Business Group will continue to report to me.

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“For the third consecutive year the Board of Directors has increased the dividend. The new quarterly rate is \$0.12 per common share. We are pleased with the board’s decision as it indicates their belief in the company’s growth and sustainability through these challenging times.”

#### Business Review

- Sales for the company’s Retail and Wholesale Group were \$30,978,000 up 3% for the quarter. Group income was \$1,653,000 down 34%. Scoopable litters and private label litters showed sales increases while coarse litters experienced slower sales growth. Oil-Dri UK and Oil-Dri Canada also positively contributed to the group’s sales growth in the quarter. Group income was negatively impacted by increases in energy, transportation and packaging costs.
- Sales for the company’s Business-to-Business Group were \$16,811,000 up 21% for the first quarter. Group income was \$3,031,000 up 2%. Sales were driven by co-packaged products and Agsorb clay carriers, which enjoyed the greatest sales growth. Pro’s Choice sports field products, ConditionAde binders and Pure-Flo bleaching clays also showed increased sales growth in the quarter. Group income was negatively impacted by increases in energy, transportation and packaging costs.

#### Financial Review

On October 10, 2005, Oil-Dri’s Board of Directors voted to increase the quarterly cash dividend to \$0.12 per share for the Common Stock, an increase of 9%. The dividend will be payable on December 9, 2005, to stockholders of record at the close of business on November 11, 2005. At the October 31, 2005 closing price of \$17.74 per share and assuming cash dividends continue at the same rate, the annual yield on Common Stock is 2.7%. This is the third year in a row the dividend has been increased. The company has paid a dividend consistently for 30 years.

During the quarter, the company repurchased 34,100 shares of Common Stock, at an average price of \$17.92 per share.

Cash, cash equivalents and short-term investments at October 31, 2005, totaled \$18,366,000. Operating cash flow for the quarter was \$1,821,000. Capital expenditures for the quarter totaled \$3,035,000, which is \$1,238,000 more than the depreciation and amortization of \$1,797,000.

#### Forward Outlook

Jaffee stated, “While energy costs negatively impacted our margins this quarter, I am confident that the company’s initiatives and its long-term strategy will address these challenges going forward. Energy surcharges have been implemented where appropriate, and price increases are scheduled in the coming quarter on several product lines.

“We have also made organizational changes, including the reorganization of our business units and the promotion of Robert Goss to Vice President, Research and Product Development, to better position us to address the challenges that lie ahead. We are further encouraged by strategic procurement activities underway and are hopeful current initiatives will positively contribute to the bottom line in the near future.”

The company will offer a live web cast of the first quarter earnings teleconference on Wednesday, November 23, 2005, at 10 a.m. CT. To listen to the call via the web, please visit <http://www.streetevents.com> or <http://www.oildri.com> . An archived recording of the call and written transcripts of all teleconferences are posted on the Oil-Dri web site.

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Pro's Choice, Agsorb, ConditionAde, and Pure-Flo are all registered trademarks of Oil-Dri Corporation of America.

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

This release contains certain forward-looking statements regarding the company's expected performance for future periods, and actual results for such periods might materially differ. Such forward-looking statements are subject to uncertainties which include, but are not limited to, intense competition from much larger organizations in the consumer market; the level of success in implementation of price increases and surcharges; increasing acceptance of genetically modified and treated seed and other changes in overall agricultural demand; increasing regulation of the food chain; changes in the market conditions, the overall economy, volatility in the price and availability of natural gas, fuel oil and other energy sources, and other factors detailed from time to time in the company's annual report and other reports filed with the Securities and Exchange Commission.

OIL - DRI CORPORATION OF AMERICA  
Consolidated Statements of Income  
(in thousands, except for per share amounts)  
(unaudited)

	First Quarter Ended October 31,			
	2005	% of Sales	2004	% of Sales
Net Sales	\$ 47,789	100.0%	\$ 44,121	100.0%
Cost of Sales	39,362	82.4%	34,453	78.1%
Gross Profit	8,427	17.6%	9,668	21.9%
Gain on Sale of Long-Lived Assets	415	0.9%	—	—
Operating Expenses	(7,259)	-15.2%	(7,643)	-17.3%
Operating Income	1,583	3.3%	2,025	4.6%
Interest Expense	(430)	-0.9%	(442)	-1.0%
Other Income	250	0.5%	135	0.3%
Income Before Income Taxes	1,403	2.9%	1,718	3.9%
Income Taxes	375	0.8%	438	1.0%
Net Income	\$ 1,028	2.2%	\$ 1,280	2.9%
Net Income Per Share:				
Basic Common	\$ 0.20		\$ 0.25	
Basic Class B Common	\$ 0.15		\$ 0.19	
Diluted	\$ 0.18		\$ 0.22	
Average Shares Outstanding:				
Basic Common	4,001		4,053	
Basic Class B Common	1,458		1,450	
Diluted	5,811		5,949	

OIL - DRI CORPORATION OF AMERICA  
Consolidated Balance Sheets  
(in thousands, except for per share amounts)  
(unaudited)

	As of October 31,	
	2005	2004
<b>Current Assets</b>		
Cash, Cash Equivalents and Investments	\$ 18,366	\$ 18,941
Accounts Receivable, net	24,086	23,870
Inventories	14,227	12,958
Prepaid Expenses	8,643	8,717
Total Current Assets	65,322	64,486
Property, Plant and Equipment	48,702	47,636
Other Assets	12,564	12,885
<b>Total Assets</b>	<b>\$ 126,588</b>	<b>\$ 125,007</b>
<b>Current Liabilities</b>		
Current Maturities of Notes Payable	\$ 3,080	\$ 1,580
Accounts Payable	6,476	4,898
Dividends Payable	608	565
Accrued Expenses	14,594	15,287
Total Current Liabilities	24,758	22,330
<b>Long-Term Liabilities</b>		
Notes Payable	20,160	23,240
Other Noncurrent Liabilities	7,530	6,769
Total Long-Term Liabilities	27,690	30,009
Stockholders' Equity	74,140	72,668
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 126,588</b>	<b>\$ 125,007</b>
Book Value Per Share Outstanding	\$ 13.58	\$ 13.21
Additions to and Acquisitions of Property, Plant and Equipment First Quarter	\$ 3,035	\$ 1,748
Depreciation and Amortization Charges First Quarter	\$ 1,797	\$ 1,926

OIL - DRI CORPORATION OF AMERICA  
Consolidated Statements of Cash Flows  
(in thousands)  
(unaudited)

	For the Three Months Ended October 31	
	2005	2004
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Income	\$ 1,028	\$ 1,280
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and Amortization	1,797	1,926
(Increase) Decrease in Accounts Receivable	(496)	248
(Increase) in Inventories	(1,542)	(559)
Increase (Decrease) in Accounts Payable	1,264	(644)
Increase (Decrease) in Accrued Expenses	927	(1,455)
Other	(1,157)	232
Total Adjustments	793	(252)
Net Cash Provided by Operating Activities	1,821	1,028
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital Expenditures	(3,035)	(1,748)
Other	2,090	2,557
Net Cash Used in Investing Activities	(945)	809
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Principal payments on Long-Term Debt	(80)	(2,580)
Dividends Paid	(559)	(513)
Purchase of Treasury Stock	(630)	(1,762)
Other	301	1,286
Net Cash Used in Financing Activities	(968)	(3,569)
Net (Decrease) Increase in Cash and Cash Equivalents	(92)	(1,732)
Cash and Cash Equivalents, Beginning of Year	5,945	6,348
Cash and Cash Equivalents, October 31	<b>\$ 5,853</b>	<b>\$ 4,616</b>

SOURCE Oil-Dri Corporation of America

-0- 11/22/2005

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/Photo: <http://www.newscom.com/cgi-bin/prnh/20020417/ODCLOGO>

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/Web site: <http://www.oildri.com/>

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