

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)

June 12, 2009

Oil-Dri Corporation of America

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-12622

(Commission File
Number)

36-2048898

(IRS Employer
Identification No.)

**410 North Michigan Avenue
Suite 400
Chicago, Illinois**

(Address of principal executive offices)

60611-4213

(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 8.01 Other Events.

On June 12, 2009, Oil-Dri Corporation of America (the “Registrant”) issued a press release announcing expected decreased sales to its largest customer. A copy of the Registrant’s press release announcing these matters is attached as Exhibit 99.1, and the information contained therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibits
99.1	Press Release dated June 12, 2009

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
Charles P. Brissman
Vice President and General Counsel

Date: June 12, 2009

Exhibit Index

Exhibit
Number

Description of Exhibits

99.1

Press Release dated June 12, 2009

**Release:** Immediate**Contact:** Ronda J. Williams
312-706-3232**Oil-Dri Announces Expected Decreased Sales to Largest Customer**

CHICAGO – (June 12, 2009) – Oil-Dri Corporation of America (NYSE: ODC) today announced that it expects to lose a material amount of branded cat litter sales and related profitability with its largest customer. Yesterday, this customer informed Oil-Dri that it has decided to emphasize a reduced number of cat litter brands and the customer’s own private label cat litter products in its stores. As a result, Oil-Dri expects to maintain distribution of branded cat litter products only in those markets where its brands fit this customer’s strategy but will lose distribution where they do not. The customer indicated that these changes are scheduled to go into effect during August 2009; therefore, Oil-Dri does not expect the changes to have a material effect on the current fiscal year, which ends July 31, 2009.

Oil-Dri President and Chief Executive Officer Daniel S. Jaffee commented, “We believe that these changes will have a materially negative impact on fiscal 2010 sales and net income. We feel fortunate that we expect to maintain our private label relationship with this customer and that we have the opportunity to implement initiatives to reduce the economic impact of their decision. Given everything we see at this time, we expect that we will deliver meaningful earnings in fiscal 2010, though most likely below what we have reported in the past couple of fiscal years.”

Jaffee continued, “We remain confident about our branded scoopable cat litter products’ unique points of difference and believe that we have the opportunity to offset some of these lost sales by growing our branded cat litter sales to our other retail partners.”

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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.