SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

(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
OIL DRI CORPORATION OF AMERICA [ODC]

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2007

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director — 10% Owner
X Officer (give title below) — Other (specify below)
President and CEO

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	01/17/2007		C		5,000	A	$0[1]	5,000	D	
Common Stock	01/17/2007		S		900	D	$15.95	4,100	D	
Common Stock	01/17/2007		S		100	D	$15.96	4,000	D	
Common Stock	01/17/2007		S		400	D	$16.01	3,600	D	
Common Stock	01/17/2007		S		100	D	$16.04	3,500	D	
Common Stock	01/17/2007		S		100	D	$16.05	3,400	D	
Common Stock	01/17/2007		S		100	D	$16.06	3,300	D	
Common Stock	01/17/2007		S		400	D	$16.1	2,900	D	
Common Stock	01/17/2007		S		300	D	$16.11	2,600	D	
Common Stock	01/17/2007		S		100	D	$16.14	2,500	D	
Common Stock	01/17/2007		S		100	D	$16.16	2,400	D	
Common Stock	01/17/2007		S		100	D	$16.18	2,300	D	
Common Stock	01/17/2007		S		200	D	$16.19	2,100	D	
Common Stock	01/17/2007		S		200	D	$16.2	1,900	D	
Common Stock	01/17/2007		S		100	D	$16.21	1,800	D	
Common Stock	01/17/2007		S		100	D	$16.22	1,700	D	
Common Stock	01/17/2007		S		100	D	$16.27	1,600	D	
Common Stock	01/17/2007		S		200	D	$16.29	1,400	D	
Common Stock	01/17/2007		S		400	D	$16.35	1,000	D	
Common Stock	01/17/2007		S		100	D	$16.38	900	D	
Common Stock	01/17/2007		S		600	D	$16.4	300	D	
Common Stock	01/17/2007		S		100	D	$16.41	200	D	
Common Stock	01/17/2007		S		100	D	$16.42	100	D	
Common Stock	01/17/2007		S		100	D	$16.43	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)

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[1]	01/17/2007		M[2]		5,000		(1)	(1)	Common Stock	5,000	$9	135,582[3]	D	
Class B Stock	$0[1]	01/17/2007		C[4]			5,000	(1)	(1)	Common Stock	5,000	$9	130,582[3]	D	
Stock Options (Right to buy)	$4.92							10/12/2003	10/12/2011	Class B Common Stock	37,500		37,500[3]	D	
Stock Options (Right to buy)	$9.432							09/23/2005	09/23/2013	Class B Common Stock	15,625		15,625[3]	D	
Stock Options (Right to buy)	$9	01/17/2007		M[2]			5,000	09/18/2000	09/18/2008	Class B Common Stock	5,000	$9	54,700	D	
Class B Stock	$0							(1)	(1)	Common Stock	2		2	I	By Spouse
Stock Options (Right to buy)	$9							09/18/2000	09/18/2008	Class B Common Stock	5,312		5,314[3]	I	By Spouse
Class B Stock	$0							(1)	(1)	Common Stock	80,711		80,711[3]	I	Partnership
Class B Stock	$0							(1)	(1)	Common Stock	281		278[3]	I	Trustee1
Class B Stock	$0							(1)	(1)	Common Stock	295		293[3]	I	Trustee2
Class B Stock	$0							(1)	(1)	Common Stock	29,716		29,717[3]	I	Trustee3
Class B Stock	$0							(1)	(1)	Common Stock	29,716		29,717[3]	I	Trustee4
Class B Stock	$0							(1)	(1)	Common Stock	29,716		29,717[3]	I	Trustee5

Explanation of Responses:

1. 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. The number of securities beneficially owned has been adjusted to reflect a stock dividend effective September 8, 2006 of 0.25 share for each share of the issuer's Common or Class B stock beneficially owned by the reporting person on August 4, 2006.

4. 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.

Maryon Gray by Power of Attorney — 01/19/2007

** 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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