

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 CORP 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) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2009	
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	06/10/2009	06/10/2009	C <sup>(2)</sup>		6,700	A	\$0 <sup>(2)</sup>	6,700	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		1,300	D	\$17.7	5,400	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		300	D	\$17.71	5,100	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$17.8	5,000	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		323	D	\$17.83	4,677	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$17.84	4,577	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$17.85	4,477	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$17.89	4,377	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$17.95	4,277	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		200	D	\$17.99	4,077	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		200	D	\$18.03	3,877	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		400	D	\$18.04	3,477	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$18.31	3,377	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		300	D	\$18.57	3,077	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$18.58	2,977	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		85	D	\$18.59	2,892	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		900	D	\$18.6	1,992	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		77	D	\$18.61	1,915	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		15	D	\$18.65	1,900	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$18.66	1,800	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		100	D	\$18.69	1,700	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	s <sup>(4)</sup>		1,700	D	\$17.75	0	D <sup>(5)</sup>	

**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					

**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				
Stock Options (Right to Buy)	\$4.92	06/10/2009	06/10/2009	M <sup>(3)</sup>			6,700	10/12/2003	10/12/2011	Common Stock	6,700	\$0	30,800	D	
Class B Stock	\$0 <sup>(2)</sup>	06/10/2009	06/10/2009	M <sup>(3)</sup>		6,700		(1)(2)	(2)	Common Stock	6,700	\$0	137,282	D	
Class B Stock	\$0 <sup>(2)</sup>	06/10/2009	06/10/2009	C <sup>(2)</sup>		6,700		(1)(2)	(2)	Common Stock	6,700	(2)	130,582	D	

**Explanation of Responses:**

- 20% of the shares will become non-forfeitable on December 6, 2006; and an additional 20% on each of the four subsequent anniversaries of that date, provided Reporting Person is employed by the Issuer on those dates, and further provided that the Plan is adopted by the Issuer's stockholders prior to December 6, 2006.
- 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
- 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.
- Sale, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of shares obtained through exercise of employee stock options.
- See line below for balance following all transactions currently being reported.

/s/ Angela M. Hatseras by  
Power of Attorney

06/12/2009

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**