
8 SHARED VOTING POWER

See Item 3 for termination of Shared Voting Power between Richard M. Jaffee and Robert D. Jaffee.

Robert D. Jaffee	None
Richard M. Jaffee	None with Robert D. Jaffee*

*NOTE: See Item 5 for treatment of 80,709 Class B Shares owned by Mrs. Shirley Jaffee (wife of Richard M. Jaffee), as Trustee under the Shirley H. Jaffee Declaration of Trust dated July 12, 1993.

9 SOLE DISPOSITIVE POWER

Robert D. Jaffee	390,741 Class B Shares No Common Shares
Richard M. Jaffee	1,148,965 Class B Shares 20,892 Common Shares

10 SHARED DISPOSITIVE POWER None.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

See Item 3 for termination of Shared Voting Power, and thus termination of aggregation of beneficial ownership, between Richard M. Jaffee and Robert D. Jaffee.

Robert D. Jaffee 390,741 Class B Shares
No Common Shares

Richard M. Jaffee 1,229,674 Class B Shares*
20,892 Common Shares

*NOTE: Includes 80,709 Class B Shares owned by Mrs. Shirley Jaffee (wife of Richard M. Jaffee), under the Shirley H. Jaffee Declaration of Trust dated July 12, 1993. Mrs. Jaffee is during her lifetime the trustee and sole beneficiary of this trust. Mrs. Jaffee's voting of these Class B Shares has been consistent with Mr. Richard M. Jaffee's voting.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).

Robert D. Jaffee 21.5% of the Class B Shares
representing 17.3% of the
voting power of Issuer's
outstanding stock at August 1
1997. (See Item 5.)

Richard M. Jaffee 67.6% of the Class B Shares
and .5% of the Common Shares,
together representing 54.4%
of the voting power of
Issuer's outstanding stock
at August 1, 1997. See
Item 5.)

14 TYPE OF REPORTING PERSON

Richard M. Jaffee IN
Robert D. Jaffee IN

Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$.10 per share (and the Class B Stock, par value \$.10 per share immediately convertible into Common Stock) of Oil-Dri Corporation of America, a Delaware corporation ("Oil-Dri"). Oil-Dri's principal executive offices are located at 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611.

Item 2. Identity and Background

Richard M. Jaffee

- (a) Richard M. Jaffee
- (b) Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611
- (c) Chairman of the Board
Oil-Dri Corporation of America
410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611
- (d) No
- (e) No
- (f) United States

Robert D. Jaffee

- (a) Robert D. Jaffee
- (b) 650 Dundee Road
Suite 280
Northbrook, IL 60062
- (c) retired
- (d) No
- (e) No
- (f) United States

Item 3. Source and Amount of Funds or Other Consideration

No purchase of securities of Oil-Dri Corporation of America ("Oil-Dri") was involved.

The voting agreement described in item 3 of Amendment 2 to Schedule 13D has terminated.

Item 4. Purpose of Transaction

See Item 3 for termination of voting agreement.

Item 5. Interest in Securities of the Issuer

Richard M. Jaffee

- (a) Aggregate Number and Percentage of Class Beneficially Owned. Richard M. Jaffee owns beneficially 1,148,965 shares of Class B Stock of Oil-Dri and 20,892 shares of Common Stock of Oil-Dri. The Class B Stock and 2,292 shares of the Common Stock are held by Richard M. Jaffee as Trustee under the Richard M. Jaffee Revocable Trust of June 21, 1974, as amended. In addition, 80,709 shares of Class B Stock held by Mr. Jaffee's wife, as Trustee under the Shirley H. Jaffee Declaration of Trust dated July 12, 1993, are treated for purposes of this Report as beneficially owned by Mr. Richard M. Jaffee, since Mrs. Jaffee has voted these shares consistent with Mr. Jaffee's voting. The 20,892 shares of Common Stock beneficially owned by Richard M. Jaffee include 13,500 shares which he has the right to acquire within 60 days of the date of this filing through exercise of an option granted August 29, 1994 for purchase of a total of 22,500 shares under the Oil-Dri 1988 Stock Option Plan. The remaining options to purchase shares under that grant are exercisable in increments of 20% of the total grant on August 29, 1998, and 1999. The Common Stock beneficially owned by Richard M. Jaffee also includes 5,000 shares which he has the right to acquire within 60 days of the date of this filing through exercise of an option granted October 5, 1995 under the Oil-Dri 1995 Long-Term Incentive Plan to acquire a total of 20,000 shares of Oil-Dri Class A Common Stock, or if no Class A Common Stock is issued and publicly traded on any securities market when the option is exercised, then Oil-Dri Common Stock. The remaining options to purchase shares under that grant are exercisable in increments of 25% of the total grant on October 5, 1998, 1999, and 2000. The shares beneficially owned by Richard M. Jaffee constitute 67.6% of the Class B Stock and .5% of the Common Stock outstanding at August 1, 1997, and, since the Class B Stock is entitled to 10 votes per share, constitute 54.4% of the voting power of Oil-Dri's Common and Class B Stock.
- (b) Sole Power to Vote or Direct Vote. 1,148,965 shares of Class B Stock and 20,892 shares of Common Stock.

Shared Power to Vote or Direct Vote: No shared power with Robert D. Jaffee.

1,229,674 shares of Class B Stock (includes 80,709 shares of Class B Stock held by Mr. Jaffee's wife as described in Item 5(a)) and 20,892 shares of Common Stock.

Sole Power to Dispose or Direct Disposition: 1,148,965 shares of Class B Stock and 20,892 shares of Common Stock.

Shared Power to Dispose or Direct Disposition: None.

- (c) During the past 60 days, Mr. Richard M. Jaffee effected the following transactions:

Date	Amount of Securities Involved	Nature of Transaction	Price Per Share	Where and How Effected
8/6/97	341 Class B	Acquisition by transfer to Richard M. Jaffee Revocable Trust from Richard M. Jaffee Annuity Trust, Daniel S. Jaffee Trustee	N/A	N/A

In addition, on 8/6/97 the Shirley H. Jaffee Declaration Trust acquired 341 shares of Class B stock from the Shirley H. Jaffee Annuity Trust, Daniel S. Jaffee Trustee. Shirley H. Jaffee is Richard M. Jaffee's spouse.

- (d) No other person has the right to receive or the power to direct receipt of dividends from, or proceeds from the sale of, such securities.

- (e) Not applicable.

Robert D. Jaffee

- (a) Aggregate Number and Percentage of Class Beneficially Owned. Robert D. Jaffee owns beneficially 390,741 shares of Class B Stock of Oil-Dri and no shares of Common Stock of Oil-Dri. The Class B Stock is held by Robert D. Jaffee as Trustee of the Robert D. Jaffee Revocable Trust of July 29, 1974, as amended.

The shares beneficially owned by Robert D. Jaffee constitute 21.5% of the Class B Stock outstanding at August 1, 1997, and, since the Class B Stock is entitled to 10 votes per shares, constitute 17.3% of the voting power of Oil-Dri's Common and Class B Stock.

- (b) Sole Power to Direct Vote: 390,741 shares of Class B Stock and no shares of Common Stock.

Shared Power to Vote or Direct Vote: None

Sole Power to Dispose or Direct Disposition: 390,741 shares of Class B Stock and no shares of Common Stock.

Shared Power to Dispose or Direct Disposition: None.

(c) During the past 60 days, Mr. Robert D. Jaffee effected the following transactions:

Date	Amount of Securities Involved	Nature of Transaction	Price Per Share	Where and How Effected
7/18/97	1,900 Class B	Conversion & Sale*	17.635	NY Stock Exchange Open Market Sale
7/31/97	46,475 Class B	Conversion & Sale*	17.257	NY Stock Exchange Open Market Sale
8/1/97	150,000 Class B	Conversion & Sale*	17.375	Private Sale to Blue Mountain Production Company, a subsidiary of Oil-Dri

* Conversion of Class B Stock in Trust ownership to Common Stock upon sale of said stock.

(d) No other person has the right to receive or the power to direct receipt of dividends from, or proceeds from the sale of, such security.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

None. See Item 3.

Item 7. Material to be Filed as Exhibits

None

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. Date: August 15, 1997

/s/ RICHARD M. JAFFEE

(Signature)

Richard M. Jaffee

/s/ ROBERT D. JAFFEE

(Signature)

Robert D. Jaffee