

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) FEBRUARY 23, 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 February 23, 2005, Oil-Dri Corporation of America (the "Registrant") issued a press release announcing its results of operations for the second quarter and first six months of its fiscal year 2005. 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.

- (a) None.
- (b) None.
- (c) Exhibits

Exhibit NUMBER	DESCRIPTION OF EXHIBITS
99.1	Press Release of Registrant dated February 23, 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

Charles P. Brissman
Vice President and General Counsel

Date: February 24, 2005

EXHIBIT INDEX

Exhibit
NUMBER

DESCRIPTION OF EXHIBITS

99.1 Press Release of Registrant dated February 23, 2005.

RELEASE:Immediate

CONTACT: Ronda J. Williams
312-706-3232

OIL-DRI REPORTS 24% EARNINGS INCREASE ON RECORD SECOND QUARTER Sales

CHICAGO - February 23, 2005 - Oil-Dri Corporation of America (NYSE: ODC) today reported sales of \$49,481,000 for the second quarter ended January 31, 2005, which are 4% greater than sales of \$47,800,000 in the same quarter one year ago. Net income for the quarter was \$2,146,000 or \$0.36 per diluted share, compared to \$1,728,000 or \$0.29 per diluted share in the second quarter last fiscal year.

Net sales for the first six-month period were \$93,602,000, compared to sales of \$94,092,000 in the same period one year ago. Net income for the six-month period was \$3,426,000 or \$0.57 per diluted share, compared to \$3,446,000 or \$0.59 per diluted share last fiscal year.

SECOND QUARTER REVIEW

"Second quarter results were solid and generally in line with our expectations for the quarter," said Dan Jaffee, President and Chief Executive Officer. "We are particularly pleased with the 24% quarterly earnings increase despite having spent \$505,000 during the quarter in connection with our Sarbanes-Oxley section 404 readiness efforts. The strong results were driven by increased contribution from both the Specialty Products and Industrial and Automotive groups. The Crop Production and Horticultural Products Group remained behind last year but we are encouraged by quarterly improvements.

"This quarter we received an unfavorable decision in our long-pending Reno litigation to recover the costs associated with our attempt to build a new plant in Washoe County, Nev. The decision had no material impact on the company, as we had written off those costs in 2002, and we are not appealing this decision."

BUSINESS REVIEW

Sales for the CONSUMER PRODUCTS GROUP were up 3% for the quarter and flat for the six months. Canadian operations and the company's co-pack business strongly contributed to the quarter. Increased trade spending to market the Jonny Cat scoopable litters and the cost of new package design for Cat's Pride offset some of the quarter's sales growth.

The CROP PRODUCTION AND HORTICULTURAL PRODUCTS GROUP sales were down 8% for the quarter and 30% for the six months. Agsorb carrier sales, though still behind last year, picked up in the quarter.

The INDUSTRIAL AND AUTOMOTIVE PRODUCTS GROUP sales were up 10% for the quarter and up 7% for the six months. Sales were up for industrial floor absorbents in the quarter and synthetic absorbents remain strong throughout the first half. Freight surcharges were implemented in January to recoup increased transportation costs.

Sales for the SPECIALTY PRODUCTS GROUP continue to be strong with an 11% increase for the quarter and 14% for the six months. Significant growth in international sales of ConditionAde 200 HPC positively contributed to the group, along with strong sales of Pure-Flo and Ultra-Clear in the U.S.

FINANCIAL HIGHLIGHTS

On December 7, 2004, Oil-Dri's Board of Directors declared a regular quarterly cash dividend of \$0.11 per share of Common Stock. The dividend will be payable on March 18, 2005 to stockholders of record at the close of business on February 11, 2005. At the January 31, 2005 closing price of \$18.40 per share and assuming cash dividends continue at the same rate, the annual yield on Common Stock is 2.4%.

During the quarter the company repurchased 116,300 shares of Common Stock, at an average price of \$17.79 per share.

Cash, cash equivalents and short-term investments at January 31, 2005, totaled \$20,071,000. Operating cash flow for the first six months was \$5,417,000. Capital expenditures for the first six month period totaled \$3,964,000, which is \$142,000 more than the depreciation and amortization of \$3,822,000.

LOOKING FORWARD

Jaffee commented, "As part of our strategy to focus on operational excellence, we recently announced that Brian Bancroft has joined the company as Vice President and Chief Procurement Officer. Bancroft will assess the purchasing needs of our business and identify how we can better interact with key suppliers. Ultimately, we hope to implement a purchasing process that brings best practices into the company and allows us to take advantage of our economies of scale.

"Despite the fact that we are behind last year's earnings per share, we continue to remain confident we will deliver \$1.20 - \$1.30 earnings per share for fiscal year 2005."

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THE COMPANY WILL OFFER A LIVE WEB CAST OF THE SECOND QUARTER EARNINGS TELECONFERENCE ON THURSDAY, FEBRUARY 24, 2005 AT 10:00 A.M. CST. TO LISTEN TO THE CALL VIA THE WEB, PLEASE VISIT [HTTP://WWW.STREETEVENTS.COM](http://www.streetevents.com) OR [HTTP://WWW.OILDRI.COM](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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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.

JONNY CAT, CAT'S PRIDE, AGSORB, PRO'S CHOICE, CONDITIONADE, ULTRA-CLEAR AND PURE-FLO ARE REGISTERED TRADEMARKS OF OIL-DRI CORPORATION OF AMERICA.

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, ENERGY PRICES, AND OTHER FACTORS DETAILED FROM TIME TO TIME IN THE COMPANY'S ANNUAL REPORT AND OTHER REPORTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION.

O I L - D R I C O R P O R A T I O N O F A M E R I C A

CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except for per share amounts)
(unaudited)

	SECOND QUARTER ENDED JANUARY 31,			
	2005	% OF SALES	2004	% OF SALES
NET SALES	\$49,481	100.0%	\$47,800	100.0%
COST OF SALES	37,902	76.6%	36,507	76.4%
GROSS PROFIT	11,579	23.4%	11,293	23.6%
LOSS ON IMPAIRED LONG-LIVED ASSETS	--	--	(464)	-1.0%
OPERATING EXPENSES	(8,472)	-17.1%	(8,039)	-16.8%
OPERATING INCOME	3,107	6.3%	2,790	5.8%
INTEREST EXPENSE	(453)	-0.9%	(533)	-1.1%
OTHER INCOME	258	0.5%	176	0.4%
INCOME BEFORE INCOME TAXES	2,912	5.9%	2,433	5.1%
INCOME TAXES	766	1.5%	705	1.5%
NET INCOME	\$2,146	4.4%	\$1,728	3.6%

NET INCOME PER SHARE:				
BASIC COMMON	\$0.42		\$0.34	
BASIC CLASS B COMMON	\$0.31		\$0.26	
DILUTED	\$0.36		\$0.29	

AVERAGE SHARES OUTSTANDING:				
BASIC COMMON	4,056		4,022	
BASIC CLASS B COMMON	1,451		1,425	
DILUTED	5,993		6,000	

	SIX MONTHS ENDED JANUARY 31,			
	2005	% OF SALES	2004	% OF SALES
NET SALES	\$93,602	100.0%	\$94,092	100.0%
COST OF SALES	72,355	77.3%	71,921	76.4%
GROSS PROFIT	21,247	22.7%	22,171	23.6%
LOSS ON IMPAIRED LONG-LIVED ASSETS	--	--	(464)	-0.5%
OPERATING EXPENSES	(16,115)	-17.2%	(16,148)	-17.2%
OPERATING INCOME	5,132	5.5%	5,559	5.9%
INTEREST EXPENSE	(895)	-1.0%	(1,064)	-1.1%
OTHER INCOME	393	0.4%	358	0.4%
INCOME BEFORE INCOME TAXES	4,630	4.9%	4,853	5.2%
INCOME TAXES	1,204	1.3%	1,407	1.5%
NET INCOME	\$3,426	3.6%	\$3,446	3.7%

NET INCOME PER SHARE:				
BASIC COMMON	\$0.67		\$0.68	
BASIC CLASS B COMMON	\$0.50		\$0.51	

DILUTED

\$0.57

\$0.59

AVERAGE SHARES OUTSTANDING:

BASIC COMMON

4,054

4,030

BASIC CLASS B COMMON

1,451

1,424

DILUTED

5,972

5,873

O I L - D R I C O R P O R A T I O N O F A M E R I C A

CONSOLIDATED BALANCE SHEETS
(in thousands, except for per share amounts)
(unaudited)

		AS OF JANUARY 31,	
		2005	2004
CURRENT ASSETS			
CASH, CASH EQUIVALENTS AND INVESTMENTS		\$20,071	\$17,933
ACCOUNTS RECEIVABLE, NET		24,681	27,142
INVENTORIES		13,082	12,361
PREPAID EXPENSES		8,742	7,787
	TOTAL CURRENT ASSETS	66,576	65,223
PROPERTY, PLANT AND EQUIPMENT			
		48,205	46,963
OTHER ASSETS			
		12,348	14,856
TOTAL ASSETS		\$127,129	\$127,042
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CURRENT LIABILITIES			
CURRENT MATURITIES OF NOTES PAYABLE		\$1,580	\$4,000
ACCOUNTS PAYABLE		5,195	5,264
DIVIDENDS PAYABLE		568	512
ACCRUED EXPENSES		15,644	15,029
	TOTAL CURRENT LIABILITIES	22,987	24,805
LONG-TERM LIABILITIES			
NOTES PAYABLE		23,240	24,900
OTHER NONCURRENT LIABILITIES		6,663	5,679
	TOTAL LONG-TERM LIABILITIES	29,903	30,579
STOCKHOLDERS' EQUITY			
		74,239	71,658
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$127,129	\$127,042
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BOOK VALUE PER SHARE OUTSTANDING		\$13.49	\$13.14
ADDITIONS TO AND ACQUISITIONS OF			
PROPERTY, PLANT AND EQUIPMENT	SECOND QUARTER	\$2,216	\$1,187
	YEAR TO DATE	\$3,964	\$2,227
DEPRECIATION AND AMORTIZATION CHARGES			
	SECOND QUARTER	\$1,896	\$2,042
	YEAR TO DATE	\$3,822	\$4,124