

OIL DRI CORP OF AMERICA  
 Form 4  
 April 23, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COFSKY THOMAS F**

2. Issuer Name and Ticker or Trading Symbol  
**OIL DRI CORP OF AMERICA [ODC]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 410 N. MICHIGAN AVE., SUITE 400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/19/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President

CHICAGO, IL 60611-4213

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	04/19/2007		C <sup>(1)</sup>	A	\$ 0 <u>(2)</u>	D	
Common Stock	04/19/2007		S <sup>(3)</sup>	D	\$ 18.4	D	
Common Stock					73	I	Owned by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	Title	
Class B Stock	\$ 0 <sup>(2)</sup>	04/19/2007		M <sup>(4)</sup>		100		<sup>(2)</sup> <sup>(2)</sup>	Common Stock 100
Class B Stock	\$ 0 <sup>(2)</sup>	04/19/2007		C <sup>(1)</sup>		100		<sup>(2)</sup> <sup>(2)</sup>	Common Stock 100
Stock Options (Right to buy)	\$ 4.92							10/12/2003 10/12/2011	Class B Common Stock 25,000
Stock Options (Right to buy)	\$ 6.9							02/28/2002 02/28/2010	Class B Common Stock 12,500
Stock Options (Right to buy)	\$ 9.432							09/23/2005 09/23/2013	Class B Common Stock 6,250
Stock Options (Right to buy)	\$ 11.65							09/17/2001 09/17/2009	Class B Common Stock 12,500
Stock Options (Right to buy)	\$ 9	04/19/2007		M <sup>(4)</sup>		100		09/18/2000 09/18/2008	Class B Common Stock 100
Class B Stock	\$ 0							<sup>(2)</sup> <sup>(2)</sup>	Common Stock 27,957
Stock Options (Right to buy)	\$ 9							09/18/2000 09/18/2008	Class B Common Stock 8,439

buy)					
Stock Options (Right to buy)	\$ 9.112	06/10/2005	06/10/2013	Class B Common Stock	12,500
Stock Options (Right to buy)	\$ 9.432	09/23/2005	09/23/2013	Class B Common Stock	4,063
Class B Stock	\$ 0	<u>(2)</u>	<u>(2)</u>	Common Stock	29,717
Class B Stock	\$ 0	<u>(2)</u>	<u>(2)</u>	Common Stock	29,717
Class B Stock	\$ 0	<u>(2)</u>	<u>(2)</u>	Common Stock	29,717
Class B Stock	\$ 0	<u>(2)</u>	<u>(2)</u>	Common Stock	29,717
Class B Stock	\$ 0	<u>(2)</u>	<u>(2)</u>	Common Stock	29,717
Class B Stock	\$ 0	<u>(2)</u>	<u>(2)</u>	Common Stock	80,711

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COFSKY THOMAS F 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213			Vice President	

## Signatures

Maryon Gray by Power of Attorney  
04/23/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (4) 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.
- (1) 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.
- (2) 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
- (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.

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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