

OIL DRI CORP OF AMERICA

Form 4

February 06, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
JAFFEE DANIEL S

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)  
02/04/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

CHICAGO, IL 60611-4213

(City) (State) (Zip)

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

**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)
			Code	V	Amount or Price		
Common Stock	02/04/2008		C <sup>(1)</sup>		4,500 A \$ 0 <sup>(2)</sup>	4,500	D
Common Stock	02/04/2008		S <sup>(3)</sup>		300 D \$ 18.29	4,200	D
Common Stock	02/04/2008		S		100 D \$ 18.38	4,100	D
Common Stock	02/04/2008		S		200 D \$ 18.39	3,900	D
Common Stock	02/04/2008		S		100 D \$ 18.4	3,800	D

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Common Stock	02/04/2008	S	200	D	\$ 18.41	3,600	D
Common Stock	02/04/2008	S	500	D	\$ 18.42	3,100	D
Common Stock	02/04/2008	S	200	D	\$ 18.43	2,900	D
Common Stock	02/04/2008	S	500	D	\$ 18.46	2,400	D
Common Stock	02/04/2008	S	800	D	\$ 18.47	1,600	D
Common Stock	02/04/2008	S	300	D	\$ 18.49	1,300	D
Common Stock	02/04/2008	S	100	D	\$ 18.5	1,200	D
Common Stock	02/04/2008	S	400	D	\$ 18.51	800	D
Common Stock	02/04/2008	S	100	D	\$ 18.52	700	D
Common Stock	02/04/2008	S	100	D	\$ 18.53	600	D
Common Stock	02/04/2008	S	200	D	\$ 18.66	400	D
Common Stock	02/04/2008	S	300	D	\$ 18.72	100	D
Common Stock	02/04/2008	S	100	D	\$ 18.74	0	D

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

**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 control number.**

SEC 1474  
(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

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								of Share
Class B Stock	\$ 0	02/04/2008	M <sup>(4)</sup>	4,500	(2)	(2)	Common Stock	4,500
Class B Stock	\$ 0	02/04/2008	C <sup>(1)</sup>	4,500	(2)	(2)	Common Stock	4,500
Stock Options (Right to buy)	\$ 4.92				10/12/2003	10/12/2011	Class B Common Stock	37,500
Stock Options (Right to buy)	\$ 9.432				09/23/2005	09/23/2013	Class B Common Stock	15,625
Stock Options (Right to buy)	\$ 9	02/04/2008	M <sup>(4)</sup>	4,500	09/18/2000	09/18/2008	Class B Common Stock	4,500
Class B Stock	\$ 0				(2)	(2)	Common Stock	2
Class B Stock	\$ 0				(2)	(2)	Common Stock	80,711
Class B Stock	\$ 0				(2)	(2)	Common Stock	278
Class B Stock	\$ 0				(2)	(2)	Common Stock	293
Class B Stock	\$ 0				(2)	(2)	Common Stock	29,711
Class B Stock	\$ 0				(2)	(2)	Common Stock	29,711
Class B Stock	\$ 0				(2)	(2)	Common Stock	29,711

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAFFEE DANIEL S 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213	X		President and CEO	

## Signatures

Maryon Gray by Power of  
Attorney

02/06/2008

\_\_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) All sales reported on this Form 4 are pursuant to a written plan which satisfies the requirements of SEC rule 10b5-1 for 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.