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OIL DRI CORPORATION OF AMERICA

Form 4 April 06, 2006

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

0.5

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** COFSKY THOMAS F	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	OIL DRI CORPORATION OF AMERICA [ODC]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify		
410 N. MICHIGAN AVE., SUITE 400	04/05/2006	below) below) Vice President		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, IL 60611-4213	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)

(City)	(State) (Table Table	e I - Non-D	erivative (Secur	ities Aco	quired, Disposed	of, or Beneficial	lly 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 ction(A) or Disposed of (D) 8) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/05/2006		C(1)	7,000	A	\$0	7,410	D	
Common Stock	04/05/2006		S(2)	2,000	D	\$ 20.5	5,410	D	
Common Stock	04/05/2006		S(2)	5,000	D	\$ 21	410	D	
Common Stock							59	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)

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. Numb onDerivative Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Stock	\$ 0	04/05/2006		M(3)	7,000		<u>(4)</u>	<u>(4)</u>	Common Stock	7,00
Class B Stock	\$ 0	04/05/2006		C(1)		7,000	<u>(4)</u>	<u>(4)</u>	Common Stock	7,00
Stock Options (Right to buy)	\$ 11.25	04/05/2006		M <u>(3)</u>		7,000	09/18/2000	09/18/2008	Class B Common Stock	7,00
Class B Stock	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock	22,3
Stock Options (Right to buy)	\$ 11.25						09/18/2000	09/18/2008	Class B Common Stock	6,75
Class B Stock	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock	23,773
Class B Stock	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock	23,77
Class B Stock	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock	23,77
Class B Stock	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock	23,773

Class B Stock	\$ 0	<u>(4)</u>	<u>(4)</u>	Common Stock	23,773
Class B Stock	\$ 0	<u>(4)</u>	<u>(4)</u>	Common Stock	64,569

Reporting Owners

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

Signatures

Maryon Gray by Power of
Attorney 04/06/2006

**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).
- (3) 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.
- (4) 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) 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. 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.

Reporting Owners 3