JAFFEE DANIEL S

Form 4

February 07, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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obligations may continue.

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

See Instruction

1(b).

(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) 410 N. MICH 400	10 N. MICHIGAN AVE., SUITE		3. Date of Earliest Transaction (Month/Day/Year) 02/05/2008	_X_ Director 10% Owner Other (specify below) President and CEO		
CHICAGO II	(Street)	2	4. If Amendment, Date Original Filed(Month/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting 		
CHICAGO, II	L 00011-421	3		Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/05/2008		C(1)	5,600	A	\$ 0 (2)	5,600	D	
Common Stock	02/05/2008		S(3)	1,100	D	\$ 17.75	4,500	D	
Common Stock	02/05/2008		S	300	D	\$ 17.78	4,200	D	
Common Stock	02/05/2008		S	100	D	\$ 17.79	4,100	D	
Common Stock	02/05/2008		S	500	D	\$ 17.85	3,600	D	

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Common Stock	02/05/2008	S	100	D	\$ 17.87	3,500	D
Common Stock	02/05/2008	S	400	D	\$ 17.89	3,100	D
Common Stock	02/05/2008	S	200	D	\$ 17.9	2,900	D
Common Stock	02/05/2008	S	200	D	\$ 17.92	2,700	D
Common Stock	02/05/2008	S	100	D	\$ 17.93	2,600	D
Common Stock	02/05/2008	S	200	D	\$ 17.94	2,400	D
Common Stock	02/05/2008	S	100	D	\$ 17.95	2,300	D
Common Stock	02/05/2008	S	200	D	\$ 17.96	2,100	D
Common Stock	02/05/2008	S	600	D	\$ 17.97	1,500	D
Common Stock	02/05/2008	S	100	D	\$ 17.99	1,400	D
Common Stock	02/05/2008	S	500	D	\$ 18.03	900	D
Common Stock	02/05/2008	S	100	D	\$ 18.04	800	D
Common Stock	02/05/2008	S	100	D	\$ 18.23	700	D
Common Stock	02/05/2008	S	300	D	\$ 18.24	400	D
Common Stock	02/05/2008	S	100	D	\$ 18.3	300	D
Common Stock	02/05/2008	S	100	D	\$ 18.31	200	D
Common Stock	02/05/2008	S	100	D	\$ 18.32	100	D
Common Stock	02/05/2008	S	100	D	\$ 18.4	0	D

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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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. Numb onDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)			7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Class B Stock	\$ 0 (2)	02/05/2008		M(4)	5,600		(2)	(2)	Common Stock	5,600
Class B Stock	\$ 0 (2)	02/05/2008		C(1)		5,600	(2)	(2)	Common Stock	5,600
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	15,62
Stock Options (Right to buy)	\$ 9	02/05/2008		M(4)		5,600	09/18/2000	09/18/2008	Class B Common Stock	5,600
Class B Stock	\$ 0						(2)	(2)	Common Stock	2
Class B Stock	\$ 0						(2)	(2)	Common Stock	80,71
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	29,71
Class B Stock	\$ 0						(2)	(2)	Common Stock	29,71
Class B Stock	\$ 0						(2)	(2)	Common Stock	29,71

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JAFFEE DANIEL S
410 N. MICHIGAN AVE.
SUITE 400

Relationships

Other

Signatures

CHICAGO, IL 60611-4213

Maryon Gray by Power of
Attorney 02/07/2008

**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.

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