

JAFFEE DANIEL S  
Form 4  
January 14, 2010

**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 \*  
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

3. Date of Earliest Transaction (Month/Day/Year)  
01/11/2010

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

(Street)  
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	01/11/2010		C <sup>(1)</sup>	A	8,421	\$ 0	8,421 D <sup>(4)</sup>
Common Stock	01/11/2010		S <sup>(3)</sup>	D	8,421	\$ 16 0	D <sup>(4)</sup>
Common Stock					0		I By Spouse

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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 4.92	01/11/2010		M <sup>(2)</sup>		10/12/2003	10/12/2011	Common Stock	8,421
Class B Stock	\$ 0 <sup>(1)</sup>	01/11/2010		M <sup>(1)</sup>	8,421	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	8,421
Class B Stock	\$ 0 <sup>(1)</sup>	01/11/2010		C <sup>(1)</sup>	8,421	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	8,421

## 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

/s/ Angela M. Hatseras by Power of Attorney  
 \*\*Signature of Reporting Person  
 01/14/2010  
 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).
- (1) 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) 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. This transaction should be coded M, but J was used because the third party software would not allow input of the acquisition of a derivative security upon exercise of an employee stock option.

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- (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.
- (4) See line below for balance following all transactions currently being reported.

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.