

JAFFEE DANIEL S  
Form 4  
June 12, 2009

**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)  
06/10/2009

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) Code V Amount Price			
Common Stock	06/10/2009	06/10/2009	C <sup>(2)</sup>	6,700 A \$ 0 <sup>(2)</sup>	6,700	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	1,300 D \$ 17.7	5,400	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	300 D \$ 17.71	5,100	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100 D \$ 17.8	5,000	D <sup>(5)</sup>	
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	323 D \$ 17.83	4,677	D <sup>(5)</sup>	

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Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100	D	\$ 17.84	4,577	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100	D	\$ 17.85	4,477	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100	D	\$ 17.89	4,377	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100	D	\$ 17.95	4,277	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	200	D	\$ 17.99	4,077	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	200	D	\$ 18.03	3,877	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	400	D	\$ 18.04	3,477	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100	D	\$ 18.31	3,377	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	300	D	\$ 18.57	3,077	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100	D	\$ 18.58	2,977	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	85	D	\$ 18.59	2,892	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	900	D	\$ 18.6	1,992	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	77	D	\$ 18.61	1,915	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	15	D	\$ 18.65	1,900	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100	D	\$ 18.66	1,800	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	100	D	\$ 18.69	1,700	D <sup>(5)</sup>
Common Stock	06/10/2009	06/10/2009	S <sup>(4)</sup>	1,700	D	\$ 17.75	0	D <sup>(5)</sup>

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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 of Shares
Stock Options (Right to Buy)	\$ 4.92	06/10/2009	06/10/2009	M <sup>(3)</sup>			6,700	10/12/2003	10/12/2011	Common Stock	6,700
Class B Stock	\$ 0 <sup>(2)</sup>	06/10/2009	06/10/2009	M <sup>(3)</sup>		6,700		<sup>(1)(2)</sup>	<sup>(2)</sup>	Common Stock	6,700
Class B Stock	\$ 0 <sup>(2)</sup>	06/10/2009	06/10/2009	C <sup>(2)</sup>		6,700		<sup>(1)(2)</sup>	<sup>(2)</sup>	Common Stock	6,700

## 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  
06/12/2009  
\*\*Signature of Reporting PersonDate

## 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) 20% of the shares will become non-forfeitable on December 6, 2006; and an additional 20% on each of the four subsequent anniversaries of that date, provided Reporting Person is employed by the Issuer on those dates, and further provided that the Plan is adopted by the Issuer's stockholders prior to December 6, 2006.
  - (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) 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.
  - (4) Sale, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of shares obtained through exercise of employee stock options.
  - (5) See line below for balance following all transactions currently being reported.

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