

JAFFEE DANIEL S
Form 4/A
February 01, 2005

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 CORPORATION 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)
01/28/2005

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

CHICAGO, IL 60611-4213

4. If Amendment, Date Original Filed(Month/Day/Year)
02/01/2005

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 | | | | | |
| Common Stock | 01/28/2005 | | F | V | 4,900 | D | \$ 18.5 | 0 | D | |
| Common Stock | 01/28/2005 | | S(1) | | 666 | D | \$ 18.5 | 0 | I | 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)

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|------------|--|-----------------|---|----------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Class B Stock | \$ 0 | 01/28/2005 | | M ⁽²⁾ | 7,500 | | (3) | (3) | Common Stock | 7,500 |
| Stock Options (Right to buy) | \$ 11.25 | 01/28/2005 | | M ⁽²⁾ | 7,500 | 09/18/2000 | 09/18/2008 | | Class B Common Stock | 7,500 |
| Class B Stock | \$ 0 | | | | | | (3) | (3) | Common Stock | 2,500 |
| Stock Options (Right to buy) | \$ 11.25 | | | | | 09/18/2000 | 09/18/2008 | | Class B Common Stock | 4,250 |
| Class B Stock | \$ 0 | | | | | | (3) | (3) | Common Stock | 64,560 |
| Class B Stock | \$ 0 | | | | | | (3) | (3) | Common Stock | 710 |
| Class B Stock | \$ 0 | | | | | | (3) | (3) | Common Stock | 730 |
| Class B Stock | \$ 0 | | | | | | (3) | (3) | Common Stock | 23,770 |
| Class B Stock | \$ 0 | | | | | | (3) | (3) | Common Stock | 23,770 |
| Class B Stock | \$ 0 | | | | | | (3) | (3) | Common Stock | 23,770 |

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

02/01/2005

__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).
- (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.
- (3) 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
- (1) Private sale of stock by spouse of reporting person to issuer as part payment of exercise price for options exercised by reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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