

OIL DRI CORPORATION OF AMERICA  
 Form 4  
 March 06, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 COFSKY THOMAS F

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)  
 \_\_\_ Director \_\_\_ 10% Owner  
X Officer (give title below) \_\_\_ Other (specify below)  
 Vice President

(Last) (First) (Middle)  
 410 N. MICHIGAN AVE., SUITE 400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/03/2006

CHICAGO, IL 60611-4213

6. Individual or Joint/Group Filing (Check Applicable Line)  
X 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	03/03/2006		C <sup>(1)</sup>	6,500	A	\$ 0	6,910	D	
Common Stock	03/03/2006		S <sup>(2)</sup>	4,000	D	\$ 18.45	2,910	D	
Common Stock	03/03/2006		S <sup>(2)</sup>	2,500	D	\$ 18.5	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. 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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class B Stock	\$ 0	03/03/2006		M <sup>(3)</sup>		6,500		(4)	(4)	Common Stock	6,500
Class B Stock	\$ 0	03/03/2006		C <sup>(1)</sup>		6,500		(4)	(4)	Common Stock	6,500
Stock Options (Right to buy)	\$ 11.25	03/03/2006		M <sup>(3)</sup>		6,500	09/18/2000	09/18/2008	Class B Common Stock	6,500	
Class B Stock	\$ 0						(4)	(4)	Common Stock	22,300	
Stock Options (Right to buy)	\$ 11.25						09/18/2000	09/18/2008	Class B Common Stock	6,750	
Class B Stock	\$ 0						(4)	(4)	Common Stock	23,775	
Class B Stock	\$ 0						(4)	(4)	Common Stock	23,775	
Class B Stock	\$ 0						(4)	(4)	Common Stock	23,775	
Class B Stock	\$ 0						(4)	(4)	Common Stock	23,775	

