

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2009

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)

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

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

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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 4.92	06/10/2009	06/10/2009	M ⁽³⁾	6,700	10/12/2003 10/12/2011	Common Stock	6,700
Class B Stock	\$ 0 ⁽²⁾	06/10/2009	06/10/2009	M ⁽³⁾	6,700	⁽¹⁾ (2) ⁽²⁾	Common Stock	6,700
Class B Stock	\$ 0 ⁽²⁾	06/10/2009	06/10/2009	C ⁽²⁾	6,700	⁽¹⁾ (2) ⁽²⁾	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 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).
- (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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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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