

JAFFEE DANIEL S
Form 4
December 20, 2004

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 *
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)
12/16/2004

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

CHICAGO, IL 60611-4213

(City) (State) (Zip)

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

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(A) or Disposed of (D) Code (Instr. 8)				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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	12/16/2004		C ⁽¹⁾		10,000	A	\$ 0	14,900	D	
Common Stock	12/16/2004		S		100	D	\$ 17.7	14,800	D	
Common Stock	12/16/2004		S		7,800	D	\$ 17.75	7,000	D	
Common Stock	12/16/2004		S		2,100	D	\$ 17.8	4,900	D	
Common Stock								666	I	By Spouse

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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 Security (Instr. 3 and 4)	Amount of Shares	
					(A)	(D)	Date Exercisable	Expiration Date			
Class B Stock	\$ 0	12/16/2004		M ⁽²⁾		10,000		<u>(3)</u>	<u>(3)</u>	Common Stock	10,000
Class B Stock	\$ 0	12/16/2004		C ⁽¹⁾		10,000		<u>(3)</u>	<u>(3)</u>	Common Stock	10,000
Stock Options (Right to buy)	\$ 11.25	12/16/2004		M ⁽²⁾		10,000	09/18/2000	09/18/2008		Class B Common Stock	10,000
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	
Stock Options (Right to buy)	\$ 11.25						09/18/2000	09/18/2008		Class B Common Stock	4,000
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	62,000
Class B Stock	\$ 0 ⁽³⁾	10/26/2004		G ⁽⁴⁾	V	434		<u>(3)</u>	<u>(3)</u>	Common Stock	
Class B Stock	\$ 0 ⁽³⁾	10/26/2004		G ⁽⁶⁾	V	434		<u>(3)</u>	<u>(3)</u>	Common Stock	
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	22,000
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	22,000
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	22,000

