

OIL DRI CORP OF AMERICA  
 Form 4  
 February 13, 2008

**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)  
 02/11/2008

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/11/2008		C <sup>(1)</sup>		200	A	\$ 0 <u>(2)</u>
Common Stock	02/11/2008		S <sup>(3)</sup>		200	D	\$ 18.2

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) (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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class B Stock	\$ 0 <sup>(2)</sup>	02/11/2008		M <sup>(4)</sup>	200	<u>(2)</u>	<u>(2)</u>	Common Stock	200
Class B Stock	\$ 0 <sup>(2)</sup>	02/11/2008		C <sup>(1)</sup>	200	<u>(2)</u>	<u>(2)</u>	Common Stock	200
Stock Options (Right to buy)	\$ 4.92					10/12/2003	10/12/2011	Class B Common Stock	37,500
Stock Options (Right to buy)	\$ 9.432					09/23/2005	09/23/2013	Class B Common Stock	15,625
Stock Options (Right to buy)	\$ 9	02/11/2008		M <sup>(4)</sup>	200	09/18/2000	09/18/2008	Class B Common Stock	200
Class B Stock	\$ 0					<u>(2)</u>	<u>(2)</u>	Common Stock	2
Class B Stock	\$ 0					<u>(2)</u>	<u>(2)</u>	Common Stock	80,711
Class B Stock	\$ 0					<u>(2)</u>	<u>(2)</u>	Common Stock	278
Class B Stock	\$ 0					<u>(2)</u>	<u>(2)</u>	Common Stock	293
Class B Stock	\$ 0					<u>(2)</u>	<u>(2)</u>	Common Stock	29,717
Class B Stock	\$ 0					<u>(2)</u>	<u>(2)</u>	Common Stock	29,717
Class B Stock	\$ 0					<u>(2)</u>	<u>(2)</u>	Common Stock	29,717

## 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	02/13/2008
<u>          </u> **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).
- (4) 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.
- (1) Conversion of Class B Stock to Common Stock. 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.
- (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) All sales reported on this Form 4 are pursuant to a written plan which satisfies the requirements of SEC rule 10b5-1 for shares obtained through exercise of employee stock options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.