KIESEL EUGENE W

Form 4

October 13, 2004

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

response...

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* KIESEL EUGENE W

2. Issuer Name and Ticker or Trading

Symbol

OIL DRI CORPORATION OF

AMERICA [ODC]

(Month/Day/Year)

10/11/2004

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

below) Vice President

410 N. MICHIGAN AVE., SUITE 400

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60611-4213

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y 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)	Transactionor Disposed of (D) Code (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/11/2004		Code V M(1)	Amount 2,100	(D)	Price \$ 6.15	2,100	D	
Common Stock	10/11/2004		M(1)	15,000	A	\$ 14.5625	17,100	D	
Common Stock	10/11/2004		S	9,400	D	\$ 15.09	7,700	D	
Common Stock	10/11/2004		S	5,600	D	\$ 15.1	2,100	D	
Common Stock	10/11/2004		S	400	D	\$ 15.2	1,700	D	

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Common Stock	10/11/2004	S	1,700	D	\$ 15.21	0	D
Common Stock	10/12/2004	M <u>(1)</u>	7,900	A	\$ 6.15	7,900	D
Common Stock	10/12/2004	M <u>(1)</u>	1,400	A	\$ 8.625	9,300	D
Common Stock	10/12/2004	S	3,000	D	\$ 15.15	6,300	D
Common Stock	10/12/2004	S	700	D	\$ 15.16	5,600	D
Common Stock	10/12/2004	S	300	D	\$ 15.18	5,300	D
Common Stock	10/12/2004	S	2,600	D	\$ 15.19	2,700	D
Common Stock	10/12/2004	S	2,700	D	\$ 15.2	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 6.15	10/11/2004		M <u>(1)</u>		2,100	10/12/2003	10/12/2011	Common Stock	2,100
Stock Options (Right to buy)	\$ 14.5625	10/11/2004		M(1)		15,000	09/17/2001	09/17/2009	Common Stock	15,000
	\$ 6.15	10/12/2004		$M_{\underline{(1)}}$		7,900	10/12/2003	10/12/2011		7,900

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Stock Common Stock **Options** (Right to buy) Stock **Options** Common  $M^{(1)}$ 1,400 03/01/2002 02/28/2010 \$ 8.625 10/12/2004 1,400 (Right to Stock buy)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIESEL EUGENE W 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213

Vice President

# **Signatures**

Maryon Gray by Power of

Attorney 10/13/2004

\*\*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) 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.

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.

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