

JAFFEE DANIEL S

Form 4

March 12, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
03/10/2010

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

(Street)

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

CHICAGO, IL 60611-4213

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/10/2010		C ⁽¹⁾		4,984	A	\$ 0	4,984	D ⁽⁴⁾
Common Stock	03/10/2010		S ⁽³⁾		3,723	D	\$ 18	1,261	D ⁽⁴⁾
Common Stock	03/10/2010		S ⁽³⁾		1,117	D	\$ 18.01	144	D ⁽⁴⁾
Common Stock	03/10/2010		S ⁽³⁾		71	D	\$ 18.02	73	D ⁽⁴⁾
Common Stock	03/10/2010		S ⁽³⁾		73	D	\$ 18.03	0	D ⁽⁴⁾

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Common Stock	03/11/2010	C ⁽¹⁾	11,506	A	\$ 0	11,506	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	100	D	\$ 18	11,406	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	650	D	\$ 18.01	10,756	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	3,600	D	\$ 18.02	7,156	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	100	D	\$ 18.035	7,056	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	1,100	D	\$ 18.04	5,956	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	100	D	\$ 18.042	5,856	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	1,199	D	\$ 18.05	4,657	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	100	D	\$ 18.075	4,557	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	757	D	\$ 18.08	3,800	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	4	D	\$ 18.1	3,796	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	1,000	D	\$ 18.105	2,796	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	303	D	\$ 18.14	2,493	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	1,793	D	\$ 18.17	700	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	300	D	\$ 18.19	400	D ⁽⁴⁾	
Common Stock	03/11/2010	S ⁽³⁾	400	D	\$ 18.2	0	D ⁽⁴⁾	
Common Stock						0	I	By Spouse

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)

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title	
Stock Options (Right to Buy)	\$ 4.92	03/10/2010		M ⁽²⁾	4,984	10/12/2003 10/12/2011	Common Stock	4,984
Class B Stock	\$ 0 ⁽¹⁾	03/10/2010		M ⁽¹⁾	4,984	⁽¹⁾ ⁽¹⁾	Common Stock	4,984
Class B Stock	\$ 0 ⁽¹⁾	03/10/2010		C ⁽¹⁾	4,984	⁽¹⁾ ⁽¹⁾	Common Stock	4,984
Stock Options (Right to Buy)	\$ 4.92	03/11/2010		M ⁽²⁾	11,506	10/12/2003 10/12/2011	Common Stock	11,506
Class B Stock	\$ 0 ⁽¹⁾	03/11/2010		M ⁽¹⁾	11,506	⁽¹⁾ ⁽¹⁾	Common Stock	11,506
Class B Stock	\$ 0 ⁽¹⁾	03/11/2010		C ⁽¹⁾	11,506	⁽¹⁾ ⁽¹⁾	Common Stock	11,506

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
 03/12/2010
 **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) 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

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- (2) 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.
- (3) Sale, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of shares obtained through exercise of employee stock options.
- (4) See line below for balance following all transactions currently being reported.

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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