

OIL DRI CORPORATION OF AMERICA  
 Form 4  
 April 06, 2006

**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 \*  
 COFSKY THOMAS F

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

(Last) (First) (Middle)  
 410 N. MICHIGAN AVE., SUITE 400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/05/2006

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 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                    | 04/05/2006                           |  | C <sup>(1)</sup>               | 7,000 A \$ 0  | 7,410   | D  |                                   |
| Common Stock                    | 04/05/2006                           |  | S <sup>(2)</sup>               | 2,000 D \$ 20.5   | 5,410   | D  |                                   |
| Common Stock                    | 04/05/2006                           |  | S <sup>(2)</sup>               | 5,000 D \$ 21   | 410   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 59  | I  | Owned by Spouse                   |

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)

| 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) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|-------|-------|--|-----------------|---|----------------------|
|  |  |                                      |  |                                | V   | (A)   | (D)   | Date Exercisable   | Expiration Date | Title   | Amount Number Shares |
| Class B Stock                              | \$ 0   | 04/05/2006                           |  | M <sup>(3)</sup>               |   | 7,000 |       | (4)  | (4)             | Common Stock  | 7,000                |
| Class B Stock                              | \$ 0   | 04/05/2006                           |  | C <sup>(1)</sup>               |   |       | 7,000 | (4)  | (4)             | Common Stock  | 7,000                |
| Stock Options (Right to buy)               | \$ 11.25   | 04/05/2006                           |  | M <sup>(3)</sup>               |   | 7,000 |       | 09/18/2000   | 09/18/2008      | Class B Common Stock  | 7,000                |
| Class B Stock                              | \$ 0   |                                      |  |                                |   |       |       | (4)  | (4)             | Common Stock  | 22,300               |
| Stock Options (Right to buy)               | \$ 11.25   |                                      |  |                                |   |       |       | 09/18/2000   | 09/18/2008      | Class B Common Stock  | 6,750                |
| Class B Stock                              | \$ 0   |                                      |  |                                |   |       |       | (4)  | (4)             | Common Stock  | 23,775               |
| Class B Stock                              | \$ 0   |                                      |  |                                |   |       |       | (4)  | (4)             | Common Stock  | 23,775               |
| Class B Stock                              | \$ 0   |                                      |  |                                |   |       |       | (4)  | (4)             | Common Stock  | 23,775               |
| Class B Stock                              | \$ 0   |                                      |  |                                |   |       |       | (4)  | (4)             | Common Stock  | 23,775               |

|               |      |     |     |              |       |
|---------------|------|-----|-----|--------------|-------|
| Class B Stock | \$ 0 | (4) | (4) | Common Stock | 23,77 |
| Class B Stock | \$ 0 | (4) | (4) | Common Stock | 64,56 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| COFSKY THOMAS F<br>410 N. MICHIGAN AVE.<br>SUITE 400<br>CHICAGO, IL 60611-4213 |               |           | Vice President |       |

## Signatures

Maryon Gray by Power of Attorney

04/06/2006

\_\_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).
- (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.
- (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.
- (4) 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) Sale, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of 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.

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