

SMITH DANIEL THOMAS

Form 4

December 31, 2008

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 *
SMITH DANIEL THOMAS

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)
12/30/2008

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Vice President & Chief Acctng

(Street)
CHICAGO, IL 60611-4213

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
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 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)
Common Stock	12/30/2008	12/30/2008	M ⁽¹⁾	6,242	A \$ 0 7,757	D	
Common Stock	12/30/2008	12/30/2008	S	3,742	D \$ 18 4,015	D	
Common Stock	12/30/2008	12/30/2008	S	300	D \$ 18.01 3,715	D	
Common Stock	12/30/2008	12/30/2008	S	200	D \$ 18.02 3,515	D	
Common Stock	12/30/2008	12/30/2008	S	1,800	D \$ 18.05 1,715	D	

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Common Stock	12/30/2008	12/30/2008	S	100	D	\$ 18.06	1,615	D
Common Stock	12/30/2008	12/30/2008	S	100	D	\$ 18.2	1,515	D

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 4.92	12/30/2008	12/30/2008	M ⁽¹⁾	6,242	10/12/2003 ⁽¹⁾ 10/12/2011	Common Stock 6,242

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH DANIEL THOMAS 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213	Vice President & Chief Acctng

Signatures

/s/ Angela M. Hatseras by Power of Attorney

12/31/2008

 **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.

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