

JAFFEE DANIEL S
Form 4
March 12, 2010

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2010

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

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 | | | |
| Common Stock | 03/10/2010 | | C ⁽¹⁾ | | | 4,984 | \$ 0 | 4,984 | D ⁽⁴⁾ |
| Common Stock | 03/10/2010 | | S ⁽³⁾ | | | 3,723 | \$ 18 | 1,261 | D ⁽⁴⁾ |
| Common Stock | 03/10/2010 | | S ⁽³⁾ | | | 1,117 | \$ 18.01 | 144 | D ⁽⁴⁾ |
| Common Stock | 03/10/2010 | | S ⁽³⁾ | | | 71 | \$ 18.02 | 73 | D ⁽⁴⁾ |
| Common Stock | 03/10/2010 | | S ⁽³⁾ | | | 73 | \$ 18.03 | 0 | D ⁽⁴⁾ |

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| | | | | | | | | | |
|--------------|------------|--------------|--------|---|-----------|--------|---|-----|-----------|
| Common Stock | 03/11/2010 | <u>C</u> (1) | 11,506 | A | \$ 0 | 11,506 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 100 | D | \$ 18 | 11,406 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 650 | D | \$ 18.01 | 10,756 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 3,600 | D | \$ 18.02 | 7,156 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 100 | D | \$ 18.035 | 7,056 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 1,100 | D | \$ 18.04 | 5,956 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 100 | D | \$ 18.042 | 5,856 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 1,199 | D | \$ 18.05 | 4,657 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 100 | D | \$ 18.075 | 4,557 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 757 | D | \$ 18.08 | 3,800 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 4 | D | \$ 18.1 | 3,796 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 1,000 | D | \$ 18.105 | 2,796 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 303 | D | \$ 18.14 | 2,493 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 1,793 | D | \$ 18.17 | 700 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (3) | 300 | D | \$ 18.19 | 400 | D | (4) | |
| Common Stock | 03/11/2010 | <u>S</u> (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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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
 Date: 03/12/2010
 **Signature of Reporting Person

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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