

KIESEL EUGENE W
Form 4
October 13, 2004

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 *
KIESEL EUGENE W

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)
10/11/2004

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	10/11/2004		M ⁽¹⁾			2,100		D	
Common Stock	10/11/2004		M ⁽¹⁾			\$ 14.5625 17,100		D	
Common Stock	10/11/2004		S			\$ 15.09 7,700		D	
Common Stock	10/11/2004		S			\$ 15.1 2,100		D	
Common Stock	10/11/2004		S			\$ 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 ⁽¹⁾	7,900	A	\$ 6.15	7,900	D
Common Stock	10/12/2004	M ⁽¹⁾	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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(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)	\$ 6.15	10/11/2004		M ⁽¹⁾	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 ⁽¹⁾	7,900	10/12/2003	10/12/2011		7,900

Stock Options (Right to buy)								Common Stock	
Stock Options (Right to buy)	\$ 8.625	10/12/2004		<u>M</u> (1)	1,400	03/01/2002	02/28/2010	Common Stock	1,400

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

 **Signature of Reporting Person

10/13/2004

 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.