

OIL DRI CORP OF AMERICA
 Form 5
 April 01, 2008

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
07/31/2007

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

410 N. MICHIGAN AVE., SUITE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60611-4213

(City) (State) (Zip)

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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction of | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-----------------------------------|-------------------|--------------|---|--|
|------------------------|---------------|--------------------------------------|-----------------------------------|-------------------|--------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | Amount or Number of Shares | |
|------------------------------|--|----------------------|-----------------|--|------------------|-----|------------------|-----------------|----------------------------|---------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | Title |
| Class B Stock | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (1) | ^ (1) | Common Stock | 130,582 |
| Stock Options (Right to buy) | \$ 4.92 | ^ | ^ | ^ | ^ | ^ | 10/12/2003 | 10/12/2011 | Class B Common Stock | 37,500 |
| Stock Options (Right to buy) | \$ 9 | ^ | ^ | ^ | ^ | ^ | 09/18/2000 | 09/18/2008 | Class B Common Stock | 40,000 |
| Stock Options (Right to buy) | \$ 9.432 | ^ | ^ | ^ | ^ | ^ | 09/23/2005 | 09/23/2013 | Class B Common Stock | 15,625 |
| Class B Stock | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (1) | ^ (1) | Common Stock | 2 |
| Class B Stock | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (1) | ^ (1) | Common Stock | 80,711 |
| Class B Stock | \$ 0 | 05/14/2007 | ^ | G ⁽²⁾ | ^ | 278 | ^ (1) | ^ (1) | Common Stock | 278 |
| Class B Stock | \$ 0 | 05/14/2007 | ^ | G ⁽⁴⁾ | ^ | 293 | ^ (1) | ^ (1) | Common Stock | 293 |
| Class B Stock | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (1) | ^ (1) | Common Stock | 29,717 |
| Class B Stock | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (1) | ^ (1) | Common Stock | 29,717 |
| Class B Stock | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (1) | ^ (1) | Common Stock | 29,717 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | ^ X | ^ | | ^ |

JAFFEE DANIEL S
410 N. MICHIGAN AVE.
SUITE 400
CHICAGO, IL 60611-4213

President
and CEO

Signatures

Maryon Gray by Power of
Attorney

04/01/2008

__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) 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
- (3) Daniel S. Jaffee as Trustee of the Richard M. Jaffee 1993 Annuity Trust u/a/d 5/17/93.
- (5) Daniel S. Jaffee as Trustee of Shirley H. Jaffee 1993 Annuity Trust u/a/d 5/17/93.
- (4) Transfer from Shirley H. Jaffee Annuity Trust, Daniel S. Jaffee Trustee, to Shirley H. Jaffee Declaration Trust, Shirley H. Jaffee Trustee
- (2) Transfer from Richard M. Jaffee Annuity Trust, Daniel S. Jaffee Trustee, to Richard M. Jaffee Revocable Trust, Richard M. Jaffee Trustee

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.