

COFSKY THOMAS F  
Form 4  
November 05, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
COFSKY THOMAS F

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)  
 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)  
11/01/2012

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 or Price		
Common Stock	11/01/2012		C <sup>(2)</sup>		100 A \$ 0 174	I	Owned By Spouse
Common Stock	11/01/2012		S		100 D \$ 22.9 74	I	Owned By Spouse
Common Stock	11/02/2012		C <sup>(2)</sup>		2,100 A \$ 0 2,174	I	Owned By Spouse
Common Stock	11/02/2012		S		2,100 D \$ 22.93 74	I	Owned By Spouse
						D	
							512

Common  
Stock

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)

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)	\$ 9.112	11/01/2012		M <sup>(1)</sup>		162		06/10/2005	06/10/2013	Common Stock	162
Class B Stock	\$ 0 <sup>(2)</sup>	11/01/2012		M <sup>(2)</sup>		162		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	162
Class B Stock	\$ 0 <sup>(2)</sup>	11/01/2012		C <sup>(2)</sup>		100		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	100
Stock Options (Right to Buy)	\$ 9.112	11/02/2012		M <sup>(1)</sup>		3,520		06/10/2005	06/10/2013	Common Stock	3,520
Class B Stock	\$ 0 <sup>(2)</sup>	11/02/2012		M <sup>(2)</sup>		3,520		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	3,520
Class B Stock	\$ 0 <sup>(2)</sup>	11/02/2012		C <sup>(2)</sup>		2,100		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	2,100
Class B Stock	\$ 0 <sup>(4)</sup>							<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	4,720

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

COFSKY THOMAS F  
410 N. MICHIGAN AVE.  
SUITE 400  
CHICAGO, IL 60611-4213

Vice President

## Signatures

/s/ Ryan Lawrence by Power of  
Attorney

11/05/2012

\_\_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.
- (2) 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.  
  
This transaction was executed in multiple trades at prices ranging from \$22.90 to \$23.06. The price reported above reflects the weighted  
(3) average sale price rounded to the nearest cent. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (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.

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.