## Edgar Filing: Bancroft Brian K - Form 4

Bancroft Bria Form 4	an K										
March 20, 20	06										
	1								OMB AF	PROVAL	
FORM		SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549					OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STAT</b> 6. Filed p <sup>15</sup> Section 1	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 20(b) of the Investment Company Act of 1940							January 3 Expires: 200 Estimated average burden hours per response 0		
(Print or Type R	lesponses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol OIL DRI CORPORATION OF AMERICA [ODC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mo				Date of Earliest Transaction Ionth/Day/Year) 3/15/2006				Director       10% Owner         Officer (give title       Other (specify below)         below)       below)         VP & Chief Procurement Officer			
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO,	IL 60611-421	3						Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/15/2006			F <u>(1)</u>	358	D	\$ 19.21	4,642	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Bancroft Brian K - Form 4

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Bancroft Brian K 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213			VP & Chief Procurement Officer					
Signatures								
Maryon Gray 03	3/20/2006							
<u>**</u> Signature of	Date							

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) Withholding of shares by Issuer to pay tax liability upon release of restrictions on 1,000 shares of Common Stock granted pursuant to the Oil-Dri Corporation of America 1995 Long Term Incentive Plan, such withholding is 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.