JAFFEE DANIEL S Form 4

March 23, 2006

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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)

(Last)

1. Name and Address of Reporting Person \* JAFFEE DANIEL S

(Middle) (First)

410 N. MICHIGAN AVE., SUITE 400

(State)

CHICAGO, IL 60611-4213

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

OIL DRI CORPORATION OF AMERICA [ODC]

3. Date of Earliest Transaction

(Month/Day/Year) 03/22/2006

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_ Director 10% Owner X\_ Officer (give title Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)	(State) (	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/22/2006		C(1)	8,000	A	\$0	8,000	D	
Common Stock	03/22/2006		S	100	D	\$ 19	7,900	D	
Common Stock	03/22/2006		S	500	D	\$ 19.01	7,400	D	
Common Stock	03/22/2006		S	2,000	D	\$ 19.05	5,400	D	
Common Stock	03/22/2006		S	1,500	D	\$ 19.08	3,900	D	

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Common Stock	03/22/2006	S	2,400	D	\$ 19.1	1,500	D
Common Stock	03/22/2006	S	1,500	D	\$ 19.11	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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Numb onDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Stock	\$ 0	03/22/2006		M(2)	8,000		<u>(1)</u>	<u>(1)</u>	Common Stock	8,00
Class B Stock	\$ 0	03/22/2006		C(3)		8,000	<u>(1)</u>	<u>(1)</u>	Common Stock	8,00
Stock Options (Right to buy)	\$ 11.25	03/22/2006		M(2)		8,000	09/18/2000	09/18/2008	Class B Common Stock	8,00
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	2
Stock Options (Right to buy)	\$ 11.25						09/18/2000	09/18/2008	Class B Common Stock	4,25
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	64,569
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	360
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	381
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	23,773

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Class B Stock	\$ 0	<u>(1)</u>	<u>(1)</u>	Common Stock	23,773
Class B Stock	\$ 0	<u>(1)</u>	<u>(1)</u>	Common Stock	23,773

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting o where reality realities	Director	10% Owner	Officer	Other		
JAFFEE DANIEL S 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213	X		President and CEO			

# **Signatures**

Maryon Gray by Power of
Attorney 03/23/2006

\*\*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).
- (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) 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.
- (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

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.

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