

JAFFEE DANIEL S  
Form 4  
March 22, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
JAFFEE DANIEL S

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)

(Last) (First) (Middle)  
410 N. MICHIGAN AVE., SUITE 400  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/21/2006

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

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		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	(A) or (D)				Price
Common Stock	03/21/2006		C <sup>(1)</sup>		11,300	A	\$ 0	11,300	D	
Common Stock	03/21/2006		S		8,500	D	\$ 19.12	2,800	D	
Common Stock	03/21/2006		S		2,800	D	\$ 19.15	0	D	

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

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SEC 1474 (9-02)

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)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Class B Stock	\$ 0	03/21/2006		M <sup>(2)</sup>		11,300		<u>(1)</u>	<u>(1)</u>	Common Stock	11,300
Class B Stock	\$ 0	03/21/2006		C <sup>(3)</sup>			11,300	<u>(1)</u>	<u>(1)</u>	Common Stock	11,300
Stock Options (Right to buy)	\$ 11.25	03/21/2006		M <sup>(2)</sup>		11,300		09/18/2000	09/18/2008	Class B Common Stock	11,300
Class B Stock	\$ 0							<u>(1)</u>	<u>(1)</u>	Common Stock	
Stock Options (Right to buy)	\$ 11.25							09/18/2000	09/18/2008	Class B Common Stock	4,000
Class B Stock	\$ 0							<u>(1)</u>	<u>(1)</u>	Common Stock	64,000
Class B Stock	\$ 0							<u>(1)</u>	<u>(1)</u>	Common Stock	23,000
Class B Stock	\$ 0							<u>(1)</u>	<u>(1)</u>	Common Stock	23,000
Class B Stock	\$ 0							<u>(1)</u>	<u>(1)</u>	Common Stock	23,000
Class B Stock	\$ 0							<u>(1)</u>	<u>(1)</u>	Common Stock	23,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
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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

03/22/2006

\_\_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.