

JAFFEE DANIEL S  
Form 4  
January 31, 2012

**FORM 4**

**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).

**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 CORP 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)  
01/30/2012

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 (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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	01/30/2012		C <sup>(2)</sup>			5,625	\$ 0	5,625	D	
Common Stock	01/30/2012		S			1,125	\$ 21.15	4,500	D	
Common Stock	01/30/2012		S			100	\$ 21.16	4,400	D	
Common Stock	01/30/2012		S			1,793	\$ 21.17	2,607	D	
Common Stock	01/30/2012		S			100	\$ 21.172	2,507	D	

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Common Stock	01/30/2012	S	7	D	\$ 21.21	2,500	D
Common Stock	01/30/2012	S	800	D	\$ 21.25	1,700	D
Common Stock	01/30/2012	S	1	D	\$ 21.29	1,699	D
Common Stock	01/30/2012	S	100	D	\$ 21.3	1,599	D
Common Stock	01/30/2012	S	200	D	\$ 21.31	1,399	D
Common Stock	01/30/2012	S	400	D	\$ 21.32	999	D
Common Stock	01/30/2012	S	399	D	\$ 21.33	600	D
Common Stock	01/30/2012	S	582	D	\$ 21.34	18	D <sup>(3)</sup>
Common Stock	01/30/2012	S	18	D	\$ 21.405	0	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.**

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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)	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)	\$ 9.432	01/30/2012		M <sup>(1)</sup>		5,625		09/23/2005	09/23/2013	Common Stock	5,625
Class B Stock	\$ 0 <sup>(2)</sup>	01/30/2012		M <sup>(2)</sup>		5,625		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	5,625

Class B Stock	\$ 0 <u>(2)</u>	01/30/2012		C <u>(2)</u>	5,625	<u>(2)</u>	<u>(2)</u>	Common Stock	5,625
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## Reporting Owners

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

## Signatures

/s/ Douglas A. Graham by Power of Attorney	01/31/2012
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    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.
  - (3) See line below for balance following all transactions currently being reported.

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.