

JAFFEE DANIEL S

Form 4

March 20, 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/16/2006

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

(Street)

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

CHICAGO, IL 60611-4213

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 03/16/2006                              |                                                             | C <sup>(1)</sup>                        |                                                                         | 100                                                                                                                | A                                                                    | \$ 0                                                              |
| Common<br>Stock                       | 03/16/2006                              |                                                             | S                                       |                                                                         | 100                                                                                                                | D                                                                    | \$ 19.36                                                          |

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.**

SEC 1474  
(9-02)

# Edgar Filing: JAFFEE DANIEL S - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares |
| Class B<br>Stock                                    | \$ 0                                                                  | 03/16/2006                              |                                                             | M <sup>(2)</sup>                        |                                                                                                                    | 100                                                            |     | <u>(3)(4)</u>                                                       | <u>(3)</u>         | Common<br>Stock            | 100                              |
| Class B<br>Stock                                    | \$ 0                                                                  | 03/16/2006                              |                                                             | C <sup>(1)</sup>                        |                                                                                                                    |                                                                | 100 | <u>(3)(4)</u>                                                       | <u>(3)</u>         | Common<br>Stock            | 100                              |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 11.25                                                              | 03/16/2006                              |                                                             | M <sup>(2)</sup>                        |                                                                                                                    |                                                                | 100 | 09/18/2000                                                          | 09/18/2008         | Class B<br>Common<br>Stock | 100                              |
| Class B<br>Stock                                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock            | 2                                |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 11.25                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 09/18/2000                                                          | 09/18/2008         | Class B<br>Common<br>Stock | 4,250                            |
| Class B<br>Stock                                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock            | 64,569.18                        |
| Class B<br>Stock                                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock            | 366                              |
| Class B<br>Stock                                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock            | 381                              |
| Class B<br>Stock                                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock            | 23,773.59                        |
| Class B<br>Stock                                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock            | 23,773.59                        |
| Class B<br>Stock                                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock            | 23,773.59                        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Edgar Filing: JAFFEE DANIEL S - Form 4

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

03/17/2006

\_\_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.
- (1) 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) 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
- (4) 20% of the shares will become non-forfeitable on December 6, 2006; and an additional 20% on each of the four subsequent anniversaries of that date, provided Reporting Person is employed by the Issuer on those dates, and further provided that the Plan is adopted by the Issuer's stockholders prior to December 6, 2006.

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.