

JAFFEE DANIEL S

Form 4

January 07, 2005

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

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(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)
01/06/2005

☐ 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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/06/2005		C ⁽¹⁾		10,000	A	\$ 0 14,900
Common Stock	01/06/2005		S		10,000	D	\$ 18.2 4,900
Common Stock							666 I By Spouse

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
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Stock	\$ 0	01/06/2005		M ⁽²⁾		10,000		<u>(3)</u>	<u>(3)</u>	Common Stock	10,000
Class B Stock	\$ 0	01/06/2005		C ⁽¹⁾			10,000	<u>(3)</u>	<u>(3)</u>	Common Stock	10,000
Stock Options (Right to buy)	\$ 11.25	01/06/2005		M ⁽²⁾		10,000		09/18/2000	09/18/2008	Class B Common Stock	10,000
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</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>(3)</u>	<u>(3)</u>	Common Stock	64,500
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	1,000
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	1,000
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	23,750
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	23,750
Class B Stock	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	23,750

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

01/07/2005

__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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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