

OIL DRI CORPORATION OF AMERICA

Form 4

March 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
JAFEE DANIEL S2. 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
4003. Date of Earliest Transaction
(Month/Day/Year)
03/14/2006☒ 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 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 (D) Price			

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	S (
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Stock	\$ 0	03/14/2006	A ⁽¹⁾		70,000		<u>(2)(3)</u>	<u>(2)</u>	Common Stock	70,000
Class B Stock	\$ 0						<u>(2)</u>	<u>(2)</u>	Common Stock	2
Class B Stock	\$ 0						<u>(2)</u>	<u>(2)</u>	Common Stock	64,569.18
Class B Stock	\$ 0						<u>(2)</u>	<u>(2)</u>	Common Stock	366
Class B Stock	\$ 0						<u>(2)</u>	<u>(2)</u>	Common Stock	381
Class B Stock	\$ 0						<u>(2)</u>	<u>(2)</u>	Common Stock	23,773.59
Class B Stock	\$ 0						<u>(2)</u>	<u>(2)</u>	Common Stock	23,773.59
Class B Stock	\$ 0						<u>(2)</u>	<u>(2)</u>	Common Stock	23,773.59

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

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) 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

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- (1) Restricted Stock granted pursuant to the Oil-Dri Corporation of America 2006 Long Term Incentive Plan ("Plan") in a transaction exempt under rule 16b-3.
- 20% of the shares will become non-forfeitable on December 6, 2006; and an additional 20% on each of the four subsequent anniversaries
- (3) 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.

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