

OIL DRI CORPORATION OF AMERICA

Form 4

March 28, 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 \*  
COFSKY THOMAS F2. 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)  
03/24/2006☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Vice President

(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)
Common Stock	03/24/2006		C <sup>(1)</sup>	2,000 A \$ 0	2,410	D	
Common Stock	03/24/2006		S <sup>(2)</sup>	2,000 D \$ 19.5	410	D	
Common Stock					59	I	Owned 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  
required to respond unless the form**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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Stock	\$ 0	03/24/2006		M <sup>(3)</sup>		2,000		<u>(4)</u>	<u>(4)</u>	Common Stock	2,000
Class B Stock	\$ 0	03/24/2006		C <sup>(1)</sup>			2,000	<u>(4)</u>	<u>(4)</u>	Common Stock	2,000
Stock Options (Right to buy)	\$ 11.25	03/24/2006		M <sup>(3)</sup>			2,000	09/18/2000	09/18/2008	Class B Common Stock	2,000
Class B Stock	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	22,375
Stock Options (Right to buy)	\$ 11.25							09/18/2000	09/18/2008	Class B Common Stock	6,750
Class B Stock	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	23,775
Class B Stock	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	23,775
Class B Stock	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	23,775
Class B Stock	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	23,775
Class B	\$ 0							<u>(4)</u>	<u>(4)</u>	Common	23,775

Stock

Stock

Class B  
Stock

\$ 0

(4)(4)Common  
Stock

64,569

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COFSKY THOMAS F 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213			Vice President	

## Signatures

Maryon Gray by Power of  
Attorney

03/28/2006

\*\*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).
- (3) 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.
- (4) 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
- (2) Sale, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of shares obtained through exercise of employee stock options.

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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