

JAFFEE DANIEL S

Form 4

October 18, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JAFFEE DANIEL S

(Last) (First) (Middle)

410 N. MICHIGAN AVE., SUITE
400

(Street)

CHICAGO, IL 60611-4213

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Oil-Dri Corp of America [ODC]

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

10/16/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	10/16/2018		C	25,000	A \$ 0	25,000 ⁽¹⁾	D
Common Stock	10/16/2018		S ⁽²⁾	4,703	D \$ 31.5 ⁽³⁾	20,297	D
Common Stock	10/16/2018		S ⁽²⁾	984	D \$ ⁽⁴⁾	32.37	19,313 D
Common Stock	10/16/2018		S ⁽²⁾	1,513	D \$ ⁽⁵⁾	33.08	17,800 D
	10/17/2018		S ⁽²⁾	1,200	D	16,600	D

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Common Stock					\$ 30 (6)		
Common Stock	10/18/2018	S(2)	35	D	\$ 30.09	16,565	D

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

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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 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)	8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Stock	\$ 0 (7)	10/16/2018		C	25,000	(7) (7)	Common Stock	25,000 \$

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	X	Chairman, President and CEO	

Signatures

/s/ Laura G. Scheland by Power of Attorney 10/18/2018

**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) See last line in table for balance following all transactions currently being reported.

(2)

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Represents a sale of shares in part to cover the tax liability due upon the vesting of shares of a restricted stock award previously granted to the Reporting Person.

- (3) This transaction was executed in multiple trades at prices ranging from \$31.05 to \$32.03. The price reported above reflects the weighted average sale price rounded to the nearest cent. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) This transaction was executed in multiple trades at prices ranging from \$32.05 to \$32.87. The price reported above reflects the weighted average sale price rounded to the nearest cent. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (5) This transaction was executed in multiple trades at prices ranging from \$33.05 to \$33.21. The price reported above reflects the weighted average sale price rounded to the nearest cent. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (6) This transaction was executed in multiple trades at prices ranging from \$30.00 to \$30.05. The price reported above reflects the weighted average sale price rounded to the nearest cent. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (7) Class B Stock may be converted pursuant to the terms of the Certificate of Incorporation of Oil-Dri, as amended.

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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