COFSKY THOMAS F

Form 5 April 06, 2012

FORM 5

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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

3235-0362

January 31,

OMB

Number:

Expires:

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

(City)

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * COFSKY THOMAS F			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			OIL DRI CORP OF AMERICA [ODC]	(Check all applicable)			
` /	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 07/31/2011	Director 10% OwnerX_ Officer (give title Other (specify below) Vice President			
410 N. MICHIG 400	AN AVE.,	SUITE		vice i resident			
	Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			
			• /	(check applicable line)			
CHICAGO. IL	60611-4	213					

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

						• •		•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired (A) or		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	5)	Owned at end	Indirect (I)	Ownership
				(4)		of Issuer's	(Instr. 4)	(Instr. 4)
				(A)		Fiscal Year		
				or		(Instr. 3 and 4)		
				Amount (D)	Price	()		

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

(State)

(Zip)

Persons who respond to the collection of information SEC 2270 contained in this form are not required to respond unless (9-02) the form displays a currently valid OMB control number.

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities	Dei

Edgar Filing: COFSKY THOMAS F - Form 5

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	Year)	(Instr. 3 and	4)	Sec (In:
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Stock	\$ 0 (1)	03/30/2012	Â	A4 (2)	2,000	Â	$\hat{A} = \frac{(1)(3)}{2}$	(1)	Common Stock	2,000	
Class B Stock	\$ 0 (1)	02/24/2012	Â	P4 (1)	332	Â	(1)	(1)	Common Stock	332	\$

Reporting Owners

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

Signatures

/s/ Douglas A. Graham by Power of
Attorney

**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).

Dalationchin

- (1) 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) 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.
- (3) The shares will "cliff" vest in full on March 30, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2