

OIL DRI CORPORATION OF AMERICA

Form 3

June 09, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Bancroft Brian K

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/06/2005

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

OIL DRI CORPORATION OF AMERICA [ODC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

Chief Procurement Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person410 N. MICHIGAN AVENUE,
4TH FLOOR

(Street)

CHICAGO, IL 60611-4213

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock ⁽¹⁾ ⁽²⁾5,000 ⁽³⁾

D A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Stock Options (Right to buy) <u>(4)</u> <u>(5)</u>	02/01/2007 ⁽⁶⁾ 02/01/2015	Common Stock ⁽⁷⁾	10,000 \$ 18.45	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bancroft Brian K 410 N. MICHIGAN AVENUE, 4TH FLOOR CHICAGO, IL 60611-4213	Â	Â	Â Chief Procurement Officer	Â

Signatures

Maryon Gray 06/09/2005

Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Date of event requiring statement is June 1, 2005. Third party reporting software utilized by Reporting Person generates incorrect date.
- (6) 25% of the shares will become exercisable on the 2nd anniversary of the grant date and an additional 25% on the 3rd, 4th and 5th anniversaries of the grant date.
- (7) If Class A Common Stock is issued and publicly traded on any securities market (as defined in the Plan) when option is exercised, then Class A Common Stock.
- (3) Vesting Schedule: Provided the Reporting Person is employed by the Issuer on the dates shown, the shares will become non-forfeitable on the following dates: 1,000 shares on March 15, 2006; 1,500 shares on March 15, 2007; and 2,500 shares on March 15, 2008.
- (5) Grant 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.
- (4) Grant date: February 1, 2005
- Restricted Stock granted pursuant to the Oil-Dri Corporation of America 1995 Long-Term Incentive Plan ("Plan") in a transaction exempt
- (2) under rule 16b-3. If Class A Common Stock is issued and publicly traded on any securities market (as defined in the Plan) when stock becomes non-forfeitable, then on that date the Common Stock will be exchanged for Class A Common Stock.

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