

OIL DRI CORPORATION OF AMERICA

Form 4

July 18, 2006

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

OMB APPROVAL

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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)
07/17/2006☐ 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 of	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Instr	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	104,466
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	2
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	64,569.18
Class B Stock	\$ 0	07/17/2006	G <u>(2)</u>	V		143	<u>(1)</u>	<u>(1)</u>	Common Stock	143
Class B Stock	\$ 0	07/17/2006	G <u>(4)</u>	V		146	<u>(1)</u>	<u>(1)</u>	Common Stock	146
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	23,773.59
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	23,773.59
Class B Stock	\$ 0						<u>(1)</u>	<u>(1)</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
07/18/2006
**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).
- (1)

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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

- (3) Daniel S. Jaffee as Trustee of the Richard M. Jaffee 1993 Annuity Trust u/a/d 5/17/93.
- (5) Daniel S. Jaffee as Trustee of Shirley H. Jaffee 1993 Annuity Trust u/a/d 5/17/93.
- (4) Transfer from Shirley H. Jaffee Annuity Trust, Daniel S. Jaffee Trustee, to Shirley H. Jaffee Declaration Trust, Shirley H. Jaffee Trustee
- (2) Transfer from Richard M. Jaffee Annuity Trust, Daniel S. Jaffee Trustee, to Richard M. Jaffee Revocable Trust, Richard M. Jaffee Trustee

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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