

COFSKY THOMAS F

Form 4

March 25, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COFSKY THOMAS F

2. Issuer Name **and** Ticker or Trading
Symbol
OIL DRI CORP OF AMERICA
[ODC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
410 N. MICHIGAN AVE., SUITE
400

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

(Street)
CHICAGO, IL 60611-4213

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

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

(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	(A) or (D)	Price		
Common Stock	03/23/2011		C ⁽²⁾		300	A	\$ 0	812	D ⁽⁴⁾
Common Stock	03/23/2011		S ⁽¹⁾		300	D	\$ 20.95	512	D ⁽⁴⁾
Common Stock	03/24/2011		C ⁽²⁾		1,736	A	\$ 0	2,248	D ⁽⁴⁾
Common Stock	03/24/2011		S ⁽¹⁾		499	D	\$ 20.95	1,749	D ⁽⁴⁾
Common Stock	03/24/2011		S ⁽¹⁾		35	D	\$ 20.96	1,714	D ⁽⁴⁾

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Common Stock	03/24/2011	<u>S</u> (1)	397	D	\$ 20.97	1,317	D <u>(4)</u>	
Common Stock	03/24/2011	<u>S</u> (1)	400	D	\$ 21	917	D <u>(4)</u>	
Common Stock	03/24/2011	<u>S</u> (1)	103	D	\$ 21.01	814	D <u>(4)</u>	
Common Stock	03/24/2011	<u>S</u> (1)	100	D	\$ 21.02	714	D <u>(4)</u>	
Common Stock	03/24/2011	<u>S</u> (1)	202	D	\$ 21.04	512	D <u>(4)</u>	
Common Stock	03/25/2011	<u>C</u> (2)	8,114	A	\$ 0	8,626	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	4,752	D	\$ 20.95	3,874	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	300	D	\$ 20.96	3,574	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	100	D	\$ 20.97	3,474	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	302	D	\$ 20.98	3,172	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	4	D	\$ 20.99	3,168	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	1,654	D	\$ 21	1,514	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	400	D	\$ 21.01	1,114	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	2	D	\$ 21.02	1,112	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	300	D	\$ 21.05	812	D <u>(4)</u>	
Common Stock	03/25/2011	<u>S</u> (1)	300	D	\$ 21.04	512	D	
Common Stock						74	I	Owned By Spouse

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

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(9-02)

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

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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 or Number of Shares
Stock Options (Right to Buy)	\$ 4.92	03/23/2011		M ⁽³⁾			300	10/12/2003	10/12/2011	Common Stock	300
Class B Stock	\$ 0 ⁽²⁾	03/23/2011		M ⁽³⁾		300		⁽²⁾	⁽²⁾	Common Stock	300
Class B Stock	\$ 0 ⁽²⁾	03/23/2011		C ⁽²⁾			300	⁽²⁾	⁽²⁾	Common Stock	300
Stock Options (Right to Buy)	\$ 4.92	03/24/2011		M ⁽³⁾			1,736	10/12/2003	10/12/2011	Common Stock	1,736
Class B Stock	\$ 0 ⁽²⁾	03/24/2011		M ⁽³⁾		1,736		⁽²⁾	⁽²⁾	Common Stock	1,736
Class B Stock	\$ 0 ⁽²⁾	03/24/2011		C ⁽²⁾			1,736	⁽²⁾	⁽²⁾	Common Stock	1,736
Stock Options (Right to Buy)	\$ 4.92	03/25/2011		M ⁽³⁾			8,114	10/12/2003	10/12/2011	Common Stock	8,114
Class B Stock	\$ 0 ⁽²⁾	03/25/2011		M ⁽³⁾		8,114		⁽²⁾	⁽²⁾	Common Stock	8,114
Class B Stock	\$ 0 ⁽²⁾	03/25/2011		C ⁽²⁾			8,114	⁽²⁾	⁽²⁾	Common Stock	8,114

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

/s/ Angela M. Hatseras by Power of
Attorney

03/25/2011

__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) All sales, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of shares obtained through exercise of employee stock options.
- (2) 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) 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.
- (4) See line below for balance following all transactions currently being reported.

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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