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OIL DRI CORPORATION OF AMERICA

Form 4

January 22, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

January 31, Expires: 2005

3235-0287

0.5

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

OIL DRI CORPORATION OF AMERICA [ODC]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 01/19/2007

10% Owner _X__ Director X_ Officer (give title Other (specify below)

President and CEO

410 N. MICHIGAN AVE., SUITE

(Street)

(State)

400

(City)

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

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

CHICAGO, IL 60611-4213

		1401	Tron Berrative Securities required, Disposed of, or Beneficiary owned						
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	le (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/19/2007		C(1)	400	A	\$ 0 (2)	400	D	
Common Stock	01/19/2007		S <u>(3)</u>	400	D	\$ 16.16	0	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transac Code (Instr. 8		5. Num mof Deriva Securi Acqui (A) or Dispos (D) (Instr. and 5)	ntive ties red sed of	6. Date Exerci Expiration Dat (Month/Day/Y	e	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
Class B Stock	\$ 0 (2)	01/19/2007		M(4)		400		(2)	(2)	Common Stock	400
Class B Stock	\$ 0 (2)	01/19/2007		C(1)			400	(2)	(2)	Common Stock	400
Stock Options (Right to buy)	\$ 4.92							10/12/2003	10/12/2011	Class B Common Stock	37,500
Stock Options (Right to buy)	\$ 9.432							09/23/2005	09/23/2013	Class B Common Stock	15,625
Stock Options (Right to buy)	\$ 9	01/19/2007		M(4)			400	09/18/2000	09/18/2008	Class B Common Stock	400
Class B Stock	\$ 0							<u>(2)</u>	(2)	Common Stock	2
Stock Options (Right to buy)	\$ 9							09/18/2000	09/18/2008	Class B Common Stock	5,314
Class B Stock	\$ 0							(2)	(2)	Common Stock	80,711
Class B Stock	\$ 0							(2)	<u>(2)</u>	Common Stock	278
Class B Stock	\$ 0							(2)	(2)	Common Stock	293
Class B Stock	\$ 0							(2)	(2)	Common Stock	29,717

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Class B Stock	\$ 0	(2)	(2)	Common Stock	29,717
Class B Stock	\$ 0	(2)	(2)	Common Stock	29,717

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	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
01/22/2007

**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).
- (4) 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.
- (1) Conversion of Class B Stock to Common Stock. 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) 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) Sale, pursuant to a written plan which satisfies the requirements of SEC Rule 10b5-1, of shares obtained through exercise of employee stock options.

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.

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