

OIL DRI CORP OF AMERICA

Form 4

November 04, 2008

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 *
BRISSMAN CHARLES P

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)
11/04/2008

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

(Street)

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

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	(A) or (D) Price			
Common Stock	11/04/2008		M ⁽¹⁾		3,800	A \$ 5.888	18,860	D	
Common Stock	11/04/2008		S		180	D \$ 16	18,680	D	
Common Stock	11/04/2008		S		1,520	D \$ 16.01	17,160	D	
Common Stock	11/04/2008		S		100	D \$ 16.06	17,060	D	
Common Stock	11/04/2008		S		100	D \$ 16.07	16,960	D	

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Common Stock	11/04/2008	S	300	D	\$ 16.11	16,660	D
Common Stock	11/04/2008	S	100	D	\$ 16.12	16,560	D
Common Stock	11/04/2008	S	400	D	\$ 16.13	16,160	D
Common Stock	11/04/2008	S	200	D	\$ 16.14	15,960	D
Common Stock	11/04/2008	S	300	D	\$ 16.16	15,660	D
Common Stock	11/04/2008	S	500	D	\$ 16.17	15,160	D
Common Stock	11/04/2008	S	100	D	\$ 16.19	15,060	D

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)

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 (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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Options (Right to buy)	\$ 9.432					09/23/2005	09/23/2013	Common Stock		12,500
Stock Options (Right to buy)	\$ 5.888	11/04/2008		M ⁽¹⁾	3,800	10/21/2004	10/21/2012	Common Stock		3,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRISSMAN CHARLES P 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213			Vice President	

Signatures

Angela M. Hatseras by Power of Attorney	11/04/2008
**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) 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.

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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