

COFSKY THOMAS F
Form 4
April 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
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)

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2011

CHICAGO, IL 60611-4213

6. Individual or Joint/Group Filing (Check Applicable Line)
 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			
Common Stock	04/01/2011		C ⁽²⁾			4,037	A \$ 0	4,549	D ⁽⁴⁾
Common Stock	04/01/2011		S ⁽¹⁾			1,250	D \$ 20.95	3,299	D ⁽⁴⁾
Common Stock	04/01/2011		S ⁽¹⁾			300	D \$ 20.96	2,999	D ⁽⁴⁾
Common Stock	04/01/2011		S ⁽¹⁾			100	D \$ 20.975	2,899	D ⁽⁴⁾
Common Stock	04/01/2011		S ⁽¹⁾			1,381	D \$ 21	1,518	D ⁽⁴⁾

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Common Stock	04/01/2011	S ⁽¹⁾	407	D	\$ 21.01	1,111	D ⁽⁴⁾	
Common Stock	04/01/2011	S ⁽¹⁾	192	D	\$ 21.02	919	D ⁽⁴⁾	
Common Stock	04/01/2011	S ⁽¹⁾	200	D	\$ 21.03	719	D ⁽⁴⁾	
Common Stock	04/01/2011	S ⁽¹⁾	4	D	\$ 21.06	715	D ⁽⁴⁾	
Common Stock	04/01/2011	S ⁽¹⁾	2	D	\$ 21.08	713	D ⁽⁴⁾	
Common Stock	04/01/2011	S ⁽¹⁾	201	D	\$ 21.15	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.

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.

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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 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (Right to Buy)	\$ 4.92	04/01/2011		M ⁽³⁾	4,037	10/12/2003 10/12/2011	Common Stock	4,037
Class B Stock	\$ 0 ⁽²⁾	04/01/2011		M ⁽³⁾	4,037	⁽²⁾ ⁽²⁾	Common Stock	4,037
Class B Stock	\$ 0 ⁽²⁾	04/01/2011		C ⁽²⁾	4,037	⁽²⁾ ⁽²⁾	Common Stock	4,037

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

04/04/2011

__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. 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.