

OIL DRI CORP OF AMERICA  
 Form 4  
 October 24, 2007

**FORM 4**

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

OMB APPROVAL

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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

(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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/22/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President**

**CHICAGO, IL 60611-4213**

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price (2)			
Common Stock	10/22/2007		C <sup>(1)</sup>	3,125 A \$ 0	3,637	D	
Common Stock	10/22/2007		S <sup>(3)</sup>	3,125 D \$ 20	512	D	
Common Stock					73	I	Owned by Spouse

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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			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
					V	(A)	(D)	Date Exercisable	Expiration Date		
Class B Stock	\$ 0	10/22/2007		M <sup>(4)</sup>		3,125		<u>(2)</u>	<u>(2)</u>	Common Stock	3,125
Class B Stock	\$ 0	10/22/2007		C <sup>(1)</sup>		3,125		<u>(2)</u>	<u>(2)</u>	Common Stock	3,125
Stock Options (Right to buy)	\$ 4.92							10/12/2003	10/12/2011	Class B Common Stock	25,000
Stock Options (Right to buy)	\$ 6.9							02/28/2002	02/28/2010	Class B Common Stock	12,500
Stock Options (Right to buy)	\$ 9.432							09/23/2005	09/23/2013	Class B Common Stock	6,250
Stock Options (Right to buy)	\$ 11.65							09/17/2001	09/17/2009	Class B Common Stock	12,500
Stock Options (Right to buy)	\$ 9	10/22/2007		M <sup>(4)</sup>		3,125		09/18/2000	09/18/2008	Class B Common Stock	3,125
Class B Stock	\$ 0							<u>(2)</u>	<u>(2)</u>	Common Stock	27,950
Stock Options (Right to buy)	\$ 9							09/18/2000	09/18/2008	Class B Common Stock	8,439
	\$ 9.112							06/10/2005	06/10/2013		12,500

Stock Options (Right to buy)					Class B Common Stock	
Stock Options (Right to buy)	\$ 9.432		09/23/2005	09/23/2013	Class B Common Stock	4,063
Class B Stock	\$ 0		(2)	(2)	Common Stock	29,711
Class B Stock	\$ 0		(2)	(2)	Common Stock	29,711
Class B Stock	\$ 0		(2)	(2)	Common Stock	29,711
Class B Stock	\$ 0		(2)	(2)	Common Stock	29,711
Class B Stock	\$ 0		(2)	(2)	Common Stock	29,711
Class B Stock	\$ 0		(2)	(2)	Common Stock	80,711

## 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

Maryon Gray by Power of Attorney  
10/24/2007

\*\*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.