#### OIL DRI CORP OF AMERICA

Form 4

October 18, 2013

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

**OMB** Number:

Check this box if no longer subject to Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \*

**COFSKY THOMAS F** 

2. Issuer Name and Ticker or Trading

Symbol

OIL DRI CORP OF AMERICA

3. Date of Earliest Transaction

[ODC]

(Last) (First) (Middle)

> (Month/Day/Year) 10/16/2013

410 N. MICHIGAN AVE., SUITE 400

(Street)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner X\_ Officer (give title Other (specify

Vice President

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60611-4213

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

(Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

> Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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SEC 1474 (9-02)

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Derivative Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Price **Underlying Securities** 

1

Deriva

### Edgar Filing: OIL DRI CORP OF AMERICA - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Stock	\$ 0 (1)	10/16/2013	10/16/2013	A(2)	3,791	(1)(3)	<u>(1)</u>	Common Stock	3,791	\$ (
Class B Stock	\$ 0 (1)					<u>(1)</u>	<u>(1)</u>	Common Stock	42,867	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

COFSKY THOMAS F 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213

Vice President

## **Signatures**

/s/ Douglas A. Graham by Power of Attorney

10/18/2013

\*\*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) 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) Restricted stock granted pursuant to the Oil-Dri Corporation of America 2006 Long Term Incentive Plan in a transaction exempt under rule 16b-3.
- (3) The shares of Restricted Stock are scheduled to "cliff" vest in full on July 31, 2016.

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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