

JAFFEE DANIEL S
Form 4
January 06, 2005

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 *
JAFFEE DANIEL S

2. Issuer Name and Ticker or Trading Symbol
OIL DRI CORPORATION 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)
12/29/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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.

SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. I |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|

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| 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) | Sec (In | | | |
|---------------------|--|----------------------|------------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Stock | \$ 0 | | | | | | (1) | (1) | Common Stock | 26,966 |
| Class B Stock | \$ 0 | | | | | | (1) | (1) | Common Stock | 2 |
| Class B Stock | \$ 0 | 01/03/2005 | G ⁽²⁾ | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |
| Class B Stock | \$ 0 | | | | | | (1) | (1) | Common Stock | 1,102 |
| Class B Stock | \$ 0 | | | | | | (1) | (1) | Common Stock | 1,117 |
| Class B Stock | \$ 0 | 01/03/2005 | G ⁽²⁾ | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |
| Class B Stock | \$ 0 | 01/03/2005 | G ⁽²⁾ | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |
| Class B Stock | \$ 0 | 01/03/2005 | G ⁽²⁾ | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | 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
01/05/2005
**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).
- (6) Reporting Person as Trustee of Nathaniel Charles Jaffee Minority Trust. 22,273.6 of the shares reported are interest in the Minority Trust in the Jaffee Investment Partnership.

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- (3) Interest of Reporting Person in Jaffee Investment Partnership, L.P. (a family partnership)
- (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
- (4) Reporting Person as Trustee of Claire Miller Jaffee Minority Trust. 22,273.6 of the shares reported are interest of the Minority Trust in the Jaffee Investment Partnership.
- (2) Gift of interest in the Jaffee Investment Partnership, L.P. (a family partnership).
- (5) Reporting Person as Trustee of Elise Miller Jaffee Minority Trust. 22,273.6 of the shares reported are interest of the Minority Trust in the Jaffee Investment Partnership.

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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