

OIL DRI CORPORATION OF AMERICA

Form 4

February 10, 2005

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 *
COFSKY THOMAS F

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2005

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

(Street)
CHICAGO, IL 60611-4213

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

(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 Ownership (Instr. 4)
Common Stock	02/08/2005		C ⁽¹⁾	900 A	\$ 0 (2) 1,310	D ⁽³⁾	
Common Stock	02/08/2005		S ⁽⁴⁾	900 D	\$ 19 410	D	
Common Stock					59	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
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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Stock	\$ 0	02/08/2005		M ⁽⁵⁾		900		<u>(2)</u>	<u>(2)</u>	Common Stock	900
Class B Stock	\$ 0	02/08/2005		C ⁽¹⁾			900	<u>(2)</u>	<u>(2)</u>	Common Stock	900
Stock Options (Right to buy)	\$ 11.25	02/08/2005		M ⁽⁵⁾			900	09/18/2000	09/18/2008	Class B Common Stock	900
Class B Stock	\$ 0							<u>(2)</u>	<u>(2)</u>	Common Stock	22,366
Stock Options (Right to buy)	\$ 11.25							09/18/2000	09/18/2008	Class B Common Stock	6,750
Class B Stock	\$ 0							<u>(2)</u>	<u>(2)</u>	Common Stock	23,773.59
Class B Stock	\$ 0							<u>(2)</u>	<u>(2)</u>	Common Stock	23,773.59
Class B Stock	\$ 0							<u>(2)</u>	<u>(2)</u>	Common Stock	23,773.59
Class B Stock	\$ 0							<u>(2)</u>	<u>(2)</u>	Common Stock	23,773.59

Class B Stock	\$ 0	(2)	(2)	Common Stock	23,773.59
Class B Stock	\$ 0	(2)	(2)	Common Stock	64,569.18

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

02/10/2005

__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).
- (3) See line below for balance following all transactions currently being reported.
- (5) 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
- (4) 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.

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