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OIL DRI CORPORATION OF AMERICA

Form 8-K

December 16, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

December 13, 2002

Date of Report (Date of earliest event
reported)

Oil-Dri Corporation of America

(Exact name of registrant as specified
in its charter)

Delaware

0-8675

36-2048898

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

410 North Michigan Avenue
Suite 400
Chicago, Illinois

60611-4213

(Address of principal
executive offices)

(Zip Code)

(312) 321-1515

Registrant's telephone number

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ITEM 5. OTHER EVENTS

On December 13, 2002, the Registrant announced that it had consummated its

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previously-announced agreement to acquire certain assets related to the Jonny Cat(R) brand of cat litter from A&M Products Manufacturing Company, a wholly-owned subsidiary of The Clorox Company (NYSE: CLX). The press release announcing consummation is attached as Exhibit 99.1, and is incorporated herein by reference. The definitive acquisition agreement is attached as Exhibits 99.2 and 99.3, collectively, both of which are incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits: The following documents are attached as exhibits to this report:

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|----------------------------------------------------------------------------|
| 99.1 | Press Release, December 13, 2002 |
| 99.2 | Asset Purchase Agreement, dated as of November 19, 2002 |
| 99.3 | First Amendment to Asset Purchase Agreement, dated as of December 13, 2002 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OIL-DRI CORPORATION OF AMERICA

By: /S/ JEFFREY M. LIBERT

Jeffrey M. Libert
Vice President and Chief Financial Officer

Date: December 16, 2002