

COLE J STEVEN
Form 4
October 21, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLE J STEVEN

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)

COLE & ASSOCIATES, 633
SKOKIE BOULEVARD, SUITE
202

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

NORTHBROOK, IL 60062

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/19/2010		M ⁽¹⁾	12,500	A \$ 6.4	25,341	D
Common Stock	10/19/2010		S	689	D \$ 20.29	24,652	D
Common Stock	10/19/2010		S	1,300	D \$ 20.3	23,352	D
Common Stock	10/19/2010		S	124	D \$ 20.31	23,228	D
	10/19/2010		S	400	D \$ 20.32	22,828	D

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Common
Stock

Common Stock	10/19/2010	S	1,000	D	\$ 20.33	21,828	D
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Common Stock	10/19/2010	S	100	D	\$ 20.345	21,728	D
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Common Stock	10/19/2010	S	31	D	\$ 20.42	21,697	D
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Common Stock	10/19/2010	S	311	D	\$ 20.45	21,386	D
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Common Stock						1,208	I	Owned By Spouse
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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 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
Stock Options (Right to Buy)	\$ 6.4	10/19/2010		M ⁽¹⁾		12,500		12/04/2000	12/04/2010	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COLE J STEVEN	X
COLE & ASSOCIATES	
633 SKOKIE BOULEVARD, SUITE 202	

NORTHBROOK, IL 60062

Signatures

/s/ Angela M. Hatseras by Power of
Attorney

10/21/2010

__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) Exercise of director stock options pursuant to the Oil-Dri Corporation of America Outside Director Stock Plan in a transaction exempt under rule 16b-3.

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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