

COFSKY THOMAS F

Form 4

November 09, 2012

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COFSKY THOMAS F

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)  
410 N. MICHIGAN AVE., SUITE  
400

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/08/2012

\_\_\_\_ 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	11/08/2012		C <sup>(2)</sup>	4,785 A	\$ 0 4,859	I	Owned By Spouse
Common Stock	11/08/2012		S	4,785 D	\$ 21.05 74 (3)	I	Owned By Spouse
Common Stock					512	D	

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**

SEC 1474  
(9-02)

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**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)	\$ 9.112	11/08/2012		M <sup>(1)</sup>		7,804		06/10/2005	06/10/2013	Common Stock	7,804
Class B Stock	\$ 0 <sup>(2)</sup>	11/08/2012		M <sup>(2)</sup>		7,804		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	7,804
Class B Stock	\$ 0 <sup>(2)</sup>	11/08/2012		C <sup>(2)</sup>		4,785		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	4,785
Class B Stock	\$ 0 <sup>(4)</sup>							<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	4,720

## 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

/s/ Ryan Lawrence by Power of Attorney 11/09/2012

\_\_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 employee stock options pursuant to the Oil-Dri Corporation of America 1995 Long-Term Incentive Plan in a transaction exempt under rule 16b-3.

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- (2) 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.

- (3) This transaction was executed in multiple trades at prices ranging from \$21.00 to \$21.64. The price reported above reflects the weighted average sale price rounded to the nearest cent. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) 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.

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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