

OIL DRI CORP OF AMERICA  
 Form 4  
 November 07, 2008

**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 \*  
**BRISSMAN CHARLES P**

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

(Last) (First) (Middle)  
 410 N. MICHIGAN AVE., SUITE 400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/05/2008

CHICAGO, IL 60611-4213

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/05/2008		M <sup>(1)</sup>	600 A \$ 5.888	15,660	D	
Common Stock	11/05/2008		S	600 D \$ 16	15,060	D	
Common Stock	11/07/2008		M <sup>(1)</sup>	4,900 A \$ 5.888	19,960	D	
Common Stock	11/07/2008		S	3,000 D \$ 16	16,960	D	
Common Stock	11/07/2008		S	100 D \$ 16.01	16,860	D	

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Common Stock	11/07/2008	S	500	D	\$ 16.02	16,360	D
Common Stock	11/07/2008	S	100	D	\$ 16.03	16,260	D
Common Stock	11/07/2008	S	100	D	\$ 16.04	16,160	D
Common Stock	11/07/2008	S	200	D	\$ 16.09	15,960	D
Common Stock	11/07/2008	S	100	D	\$ 16.12	15,860	D
Common Stock	11/07/2008	S	100	D	\$ 16.13	15,760	D
Common Stock	11/07/2008	S	100	D	\$ 16.15	15,660	D
Common Stock	11/07/2008	S	100	D	\$ 16.16	15,560	D
Common Stock	11/07/2008	S	100	D	\$ 16.18	15,460	D
Common Stock	11/07/2008	S	200	D	\$ 16.19	15,260	D
Common Stock	11/07/2008	S	200	D	\$ 16.2	15,060	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 required to respond unless the form displays a currently valid OMB control number.**

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(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)	8. Amount or Number of Shares
Stock Options	\$ 9.432				V (A) (D)	Date Exercisable: 09/23/2005 Expiration Date: 09/23/2013	Common Stock	12,500

(Right to buy)

Stock Options (Right to buy)	\$ 5.888	11/05/2008	M <sup>(1)</sup>	600	10/21/2004	10/21/2012	Common Stock	600
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Stock Options (Right to buy)	\$ 5.888	11/07/2008	M <sup>(1)</sup>	4,900	10/21/2004	10/21/2012	Common Stock	4,900
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRISSMAN CHARLES P 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213			Vice President	

## Signatures

Angela M. Hatseras by Power of Attorney 11/07/2008

\*\*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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.