

COFSKY THOMAS F
Form 4
January 06, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

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 *
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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. I |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (In | | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Stock | \$ 0 | | | | | | (1) | (1) | Common Stock | 301 |
| Class B Stock | \$ 0 | | | | | | (1) | (1) | Common Stock | 22,366 |
| Class B Stock | \$ 0 | 01/03/2005 | G(2) | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |
| Class B Stock | \$ 0 | 01/03/2005 | G(2) | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |
| Class B Stock | \$ 0 | 01/03/2005 | G(2) | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |
| Class B Stock | \$ 0 | 01/03/2005 | G(2) | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |
| Class B Stock | \$ 0 | 01/03/2005 | G(2) | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |
| Class B Stock | \$ 0 | 01/03/2005 | G(2) | V | 1,736.9 | | (1) | (1) | Common Stock | 1,736.9 |

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

01/05/2005

__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).
- (6) Spouse as Trustee of Joseph Michael Cofsky Minority Trust. 22,273.6 of the shares reported are interest of the Trust in the Jaffee Investment Partnership.
- (1) 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) Spouse as Trustee of James Andrew Cofsky Minority Trust. 22,273.6 of the shares reported are interest of the Trust in the Jaffee Investment Partnership.
- (3) Spouse as Trustee of Jennifer Helen Cofsky Minority Trust. 22,273.6 of the shares reported are interest of the Trust in the Jaffee Investment Partnership.
- (8) Interest of Spouse of Reporting Person in Jaffee Investment Partnership, L.P. (a family partnership)
- (7) Spouse as Trustee of Jacqueline Rachel Cofsky Minority Trust. 22,273.6 of the shares reported are interest of the Trust in the Jaffee Investment Partnership.
- (5) Spouse as Trustee of Jeffrey Daniel Cofsky Minority Trust. 22,273.6 of the shares reported are interest of the Trust in the Jaffee Investment Partnership.
- (2) Gift of interest in the Jaffee Investment Partnership, L.P. (a family partnership).

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.