

LIBERT JEFFREY M
Form 4
March 22, 2012

FORM 4

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

OMB APPROVAL

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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 *
LIBERT JEFFREY M

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 and CFO

(Last) (First) (Middle)

410 N. MICHIGAN AVE., SUITE 400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2012

CHICAGO, IL 60611-4213

(City) (State) (Zip)

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

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/20/2012		M ⁽¹⁾			2,800	A	\$ 9.112	12,810	D	
Common Stock	03/20/2012		S			1	D	\$ 20.61	12,809	D	
Common Stock	03/20/2012		S			1	D	\$ 20.68	12,808	D	
Common Stock	03/20/2012		S			100	D	\$ 20.52	12,708	D	
Common Stock	03/20/2012		S			200	D	\$ 20.5223	12,508	D	

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Common Stock	03/20/2012	S	100	D	\$ 20.6	12,408	D
Common Stock	03/20/2012	S	100	D	\$ 20.62	12,308	D
Common Stock	03/20/2012	S	200	D	\$ 20.625	12,108	D
Common Stock	03/20/2012	S	198	D	\$ 20.5	11,910	D
Common Stock	03/20/2012	S	147	D	\$ 20.51	11,763	D
Common Stock	03/20/2012	S	200	D	\$ 20.52	11,563	D
Common Stock	03/20/2012	S	100	D	\$ 20.55	11,463	D
Common Stock	03/20/2012	S	100	D	\$ 20.51	11,363	D
Common Stock	03/20/2012	S	153	D	\$ 20.52	11,210	D
Common Stock	03/20/2012	S	546	D	\$ 20.53	10,664	D
Common Stock	03/20/2012	S	100	D	\$ 20.6	10,564	D
Common Stock	03/20/2012	S	1	D	\$ 20.62	10,563	D
Common Stock	03/20/2012	S	402	D	\$ 20.63	10,161	D
Common Stock	03/20/2012	S	98	D	\$ 20.64	10,063	D
Common Stock	03/20/2012	S	53	D	\$ 20.5	10,010	D

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Stock Options (Right to Buy)	\$ 9.112	03/20/2012	M ⁽¹⁾	2,800	06/10/2005 ⁽¹⁾	06/10/2013	Common Stock	2,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIBERT JEFFREY M 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213			Vice President and CFO	

Signatures

/s/ Douglas A. Graham by Power of Attorney
 Date: 03/22/2012

**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.

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.