

OIL DRI CORPORATION OF AMERICA
 Form 4
 February 10, 2005

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 *
 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)
 ___ Director ___ 10% Owner
X 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)
 02/08/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or Price (A) or (D) (2) | | | |
| Common Stock | 02/08/2005 | | C ⁽¹⁾ | 900 A | \$ 0 | D ⁽³⁾ | |
| Common Stock | 02/08/2005 | | S ⁽⁴⁾ | 900 D | \$ 19 410 | D | |
| Common Stock | | | | | 59 | I | Owned by Spouse |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|-----------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Stock | \$ 0 | 02/08/2005 | | M ⁽⁵⁾ | | 900 | | (2) | (2) | Common Stock | 900 |
| Class B Stock | \$ 0 | 02/08/2005 | | C ⁽¹⁾ | | 900 | | (2) | (2) | Common Stock | 900 |
| Stock Options (Right to buy) | \$ 11.25 | 02/08/2005 | | M ⁽⁵⁾ | | 900 | 09/18/2000 | 09/18/2008 | | Class B Common Stock | 900 |
| Class B Stock | \$ 0 | | | | | | | (2) | (2) | Common Stock | 22,366 |
| Stock Options (Right to buy) | \$ 11.25 | | | | | | 09/18/2000 | 09/18/2008 | | Class B Common Stock | 6,750 |
| Class B Stock | \$ 0 | | | | | | | (2) | (2) | Common Stock | 23,773.59 |
| Class B Stock | \$ 0 | | | | | | | (2) | (2) | Common Stock | 23,773.59 |
| Class B Stock | \$ 0 | | | | | | | (2) | (2) | Common Stock | 23,773.59 |
| Class B Stock | \$ 0 | | | | | | | (2) | (2) | Common Stock | 23,773.59 |

