

LIBERT JEFFREY M

Form 4

October 25, 2004

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LIBERT JEFFREY M**

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**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/22/2004**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify  
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)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 10/22/2004                              |                                                             | M <sup>(1)</sup>                        | V Amount (A) or (D) Price<br>7,000 A \$ 9.5625                      | 7,008                                                                                                              | D                                                                       |                                                                   |
| Common<br>Stock                       | 10/22/2004                              |                                                             | M <sup>(1)</sup>                        | 4,000 A \$ 11.25                                                    | 11,008                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 10/22/2004                              |                                                             | S                                       | 6,600 D \$ 15.25                                                    | 4,408                                                                                                              | D                                                                       |                                                                   |
| Common<br>Stock                       | 10/22/2004                              |                                                             | S                                       | 1,400 D \$ 15.26                                                    | 3,008                                                                                                              | D                                                                       |                                                                   |
| Common<br>Stock                       | 10/22/2004                              |                                                             | S                                       | 1,500 D \$ 15.3                                                     | 1,508                                                                                                              | D                                                                       |                                                                   |

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Common Stock      10/22/2004      S      1,500      D      \$ 15.35      8      D

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Options<br>(Right to<br>buy)               | \$ 6.15                                                            |                                         |                                                             |                                      |                                                                                                                 | 10/12/2003 10/12/2011                                          | Common<br>Stock                                                     | 20,000                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 8.625                                                           |                                         |                                                             |                                      |                                                                                                                 | 02/28/2002 02/28/2010                                          | Common<br>Stock                                                     | 10,000                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 11.39                                                           |                                         |                                                             |                                      |                                                                                                                 | 06/10/2005 06/10/2013                                          | Common<br>Stock                                                     | 10,000                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 9.5625                                                          | 10/22/2004                              |                                                             | M <sup>(1)</sup>                     | 7,000                                                                                                           | <u>(2)</u> 09/19/2010                                          | Common<br>Stock                                                     | 7,000                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 11.25                                                           | 10/22/2004                              |                                                             | M <sup>(1)</sup>                     | 4,000                                                                                                           | <u>(2)</u> 09/18/2008                                          | Common<br>Stock                                                     | 4,000                                  |

## Reporting Owners

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

## Signatures

|                                  |            |
|----------------------------------|------------|
| Maryon Gray by Power of Attorney | 10/25/2004 |
| **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.
- (2) 25% of the shares will become exercisable on the 2nd anniversary of the grant date and an additional 25% on the 3rd, 4th and 5th anniversaries of the grant date.

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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