

HARDIN RICHARD V

Form 4

January 06, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARDIN RICHARD V

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)
12/29/2004

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
OTHER

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not
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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)	Se (In			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Stock	\$ 0						(1)	(1)	Common Stock	27,062
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	(1)	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
HARDIN RICHARD V 410 N. MICHIGAN AVE. SUITE 400 CHICAGO, IL 60611-4213	OTHER

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).
- (4) Spouse as Trustee of Camille Rose Hardin Minority Trust. 22,273.6 of the shares reported are interest of the Minority 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
- (3) Spouse as Trustee of Kevin Nathan Hardin Minority Trust. 22,273.6 of the shares reported are interest of the Minority Trust in the Jaffee Investment Partnership.
- (5) Interest of Spouse of Reporting Person in Jaffee Investment Partnership, L.P. (a family partnership)

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(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.

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