

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

OIL-DRI CORPORATION OF AMERICA  
(Name of Issuer)

COMMON STOCK  
and CLASS B STOCK  
(immediately convertible into Common)  
(Title of Class of Securities)

677864 10 0  
(CUSIP Number)

Maryon Gray, 410 N. Michigan Ave., Ste. 400, Chicago, IL 60611  
312-321-1515  
(Name, Address and Telephone Number of Persons  
Authorized to Receive Notices and Communications)

July 31, 1997  
(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box . Previous filing on Schedule 13G pursuant to Rule 13d-1(c).

Check the following box if a fee is being paid with this statement .

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following page(s))

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1 NAMES OF REPORTING PERSONS,  
S.S. OR I.R.S. IDENTIFICATION NO.

Richard M. Jaffee ###-##-####

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2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

(a)   
(b)

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3 SEC USE ONLY

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4 SOURCE OF FUNDS

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

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7 SOLE VOTING POWER

NUMBER OF SHARES 1,148,965 Class B Shares  
20,892 Common Shares

BENEFICIALLY  
OWNED BY EACH

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8 SHARED VOTING POWER

1,229,674 Class B Shares\*

REPORTING  
PERSON WITH

20,892 Common Shares

\*NOTE: Includes 80,709 Class B Shares owned by Mrs. Shirley Jaffee (wife of Richard M. Jaffee), as Trustee under the Shirley H. Jaffee Declaration of Trust dated July 12, 1993. Mrs. Jaffee's voting of these Class B Shares has been consistent with Mr. Richard M. Jaffee's voting.

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9 SOLE DISPOSITIVE POWER  
1,148,965 Class B Shares  
20,892 Common Shares  
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10 SHARED DISPOSITIVE POWER None  
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,229,674 Class B Shares\*  
20,892 Common Shares

\*NOTE: Includes 80,709 Class B Shares owned by Mrs. Shirley Jaffee (wife of Richard M. Jaffee), under the Shirley H. Jaffee Declaration of Trust dated July 12, 1993. Mrs. Jaffee is during her lifetime the trustee and sole beneficiary of this trust. Mrs. Jaffee's voting of these Class B Shares has been consistent with Mr. Richard M. Jaffee's voting.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).  
67.6% of the Class B Shares and .5% of the Common Shares,  
together representing 54.4% of the voting power of Issuer's  
outstanding stock at August 1, 1997. (See Item 5.)  
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14 TYPE OF REPORTING PERSON  
IN  
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Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$.10 per share (and the Class B Stock, par value \$.10 per share immediately convertible into Common Stock) of Oil-Dri Corporation of America, a Delaware corporation ("Oil-Dri"). Oil-Dri's principal executive offices are located at 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611.

Item 2. Identity and Background

- (a) Richard M. Jaffee
- (b) Oil-Dri Corporation of America  
410 North Michigan Avenue  
Suite 400  
Chicago, Illinois 60611
- (c) Chairman of the Board  
Oil-Dri Corporation of America  
410 North Michigan Avenue  
Suite 400  
Chicago, Illinois 60611
- (d) No
- (e) No
- (f) United States

Item 3. Source and Amount of Funds or Other Consideration

No purchase of securities of Oil-Dri Corporation of America ("Oil-Dri") was involved.

Item 4. Purpose of Transaction

Richard M. Jaffee has no present plans or proposals which relate to or would result in (i) the acquisition by any person of securities of Oil-Dri or the disposition of securities of Oil-Dri, (ii) any extraordinary corporate transaction of Oil-Dri or its subsidiaries, (iii) a sale or transfer of a material amount of assets of Oil-Dri or its subsidiaries, (iv) any change in the board of directors or management of Oil-Dri, (v) any material change in Oil-Dri's present capitalization, dividend policy, business or corporate structure, (vi) any change to Oil-Dri's charter or bylaws or other actions that may impede the acquisition of control of Oil-Dri by any person, (vii) causing Oil-Dri Common Stock to cease to be listed on the New York Stock Exchange, or to become eligible for termination of registration pursuant to Section 12(g)(4) under the Securities Exchange Act of 1934, or (viii) any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer

- (a) Aggregate Number and Percentage of Class Beneficially Owned. Richard M. Jaffee owns beneficially 1,148,965 shares of Class B Stock of Oil-Dri and 20,892 shares of Common Stock of Oil-Dri. The Class B Stock and 2,292 shares of the Common Stock are held by Richard M. Jaffee as Trustee under the Richard M. Jaffee Revocable Trust of June 21, 1974, as amended. In addition, 80,709 shares of Class B Stock held by Mr. Jaffee's wife, as Trustee under the Shirley H. Jaffee Declaration of Trust dated July 12, 1993, are treated for purposes of this Report as beneficially owned by Mr. Richard M. Jaffee, since Mrs. Jaffee has voted these shares consistent with Mr. Jaffee's voting. The 20,892 shares of Common Stock beneficially owned by Richard M. Jaffee include 13,500 shares which he has the right to acquire within 60 days of the date of this filing through exercise of an option granted August 29, 1994 for purchase of a total of 22,500 shares under the Oil-Dri 1988 Stock Option Plan. The remaining options to purchase shares under that grant are exercisable in increments of 20% of the total grant on August 29, 1998, and 1999. The Common Stock beneficially owned by Richard M. Jaffee also includes 5,000 shares which he has the right to acquire within 60 days of the date of this filing through exercise of an option granted October 5, 1995 under the Oil-Dri 1995 Long-Term Incentive Plan to acquire a total of 20,000 shares of Oil-Dri Class A Common Stock, or if no Class A Common Stock is issued and publicly traded on any securities market when the option is exercised, then Oil-Dri Common Stock. The remaining options to purchase shares under that grant are exercisable in increments of 25% of the total grant on October 5, 1998, 1999, and 2000.

The shares beneficially owned by Richard M. Jaffee constitute 67.6% of the Class B Stock and .5% of the Common Stock outstanding at August 1, 1997, and, since the Class B Stock is entitled to 10 votes per share, constitute 54.4% of the voting power of Oil-Dri's Common and Class B Stock.

- (b) Sole Power to Vote or Direct Vote. 1,148,965 shares of Class B Stock and 20,892 shares of Common Stock.

Shared Power to Vote or Direct Vote: No shared power with Robert D. Jaffee.

1,229,674 shares of Class B Stock (includes 80,709 shares of Class B Stock held by Mr. Jaffee's wife as described in Item 5(a)) and 20,892 shares of Common Stock.

Sole Power to Dispose or Direct Disposition: 1,148,965 shares of Class B Stock and 20,892 shares of Common Stock.

Shared Power to Dispose or Direct Disposition: None.

(c) During the past 60 days, Mr. Richard M. Jaffee effected the following transactions:

Date	Amount of Securities Involved	Nature of Transaction	Price Per Share	Where and How Effected
8/6/97	341 Class B	Acquisition by transfer to Richard M. Jaffee Revocable Trust from Richard M. Jaffee Annuity Trust, Daniel S. Jaffee Trustee	N/A	N/A

In addition, on 8/6/97 the Shirley H. Jaffee Declaration Trust acquired 341 shares of Class B stock from the Shirley H. Jaffee Annuity Trust, Daniel S. Jaffee Trustee. Shirley H. Jaffee is Richard M. Jaffee's spouse.

(d) No other person has the right to receive or the power to direct receipt of dividends from, or proceeds from the sale of, such securities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

None

Item 7. Material to be Filed as Exhibits

None

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 15, 1997

/S/ RICHARD M. JAFFEE  
(Signature)  
Richard M. Jaffee