

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Amendment No. 1

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

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(CUSIP Number)

Maryon Gray, 410 N. Michigan Ave., Ste. 400, Chicago, IL 60611

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312-321-1515

-----  
(Name, Address and Telephone Number of Persons  
Authorized to Receive Notices and Communications)

December 24, 1997

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(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))

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

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

2 CHECK THE APPROPRIATE BOX (a)   
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

7 SOLE VOTING POWER  
NUMBER OF 650,943 Class B Shares  
SHARES 20,792 Common Shares

8 SHARED VOTING POWER  
BENEFICIALLY 629,387 Class B Shares  
OWNED BY 100 Common Shares

9 SOLE DISPOSITIVE POWER  
EACH 650,943 Class B Shares  
REPORTING 20,792 Common Shares

10 SHARED DISPOSITIVE POWER  
PERSON 550,000 Class B Shares  
WITH 100 Common Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,280,330 Class B Shares  
20,892 Common Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
70.4% of the Class B Shares and .5% of the Common Shares,  
together represented 56.7% of the voting power of Issuer's  
outstanding stock at December 31, 1997.

14 TYPE OF REPORTING PERSON  
IN

## 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

This Schedule 13-D amends the prior filing of Mr. Jaffee individually to reflect his becoming a member of a group consisting of, in addition to himself:

Jaffee Investment Partnership, L.P., Shirley H. Jaffee, Susan Jaffee Hardin, Karen Jaffee Cofsky, Nancy E. Jaffee, Daniel S. Jaffee.

A Schedule 13-D for that group giving 13-D information for all members of the group has been filed on the same day as this Schedule is filed.

## 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

This Amendment reflects a transaction by Richard M. Jaffee in connection with the formation of the Jaffee Investment Partnership, L.P. (see Item 2 above). Mr. 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) The aggregate number and percentage of Class B shares (outstanding at December 31, 1997) beneficially owned by Richard M. Jaffee and the aggregate number and percentage of Common Shares (outstanding at December 31, 1997) beneficially owned by Mr. Jaffee is shown below.

The percentage of total voting power of all shares beneficially owned is also shown. Note that Class B shares are entitled to 10 votes per share.

Name % of Voting Power	# of Class B Shares	Detail of Class B Share Ownership	% of Class B Shares	# of Common Shares	Detail of Common Share Ownership	% of Common Shares
Richard M. Jaffee	1,280,330	650,943 shares held by Richard M. Jaffee as Trustee under the Richard M. Jaffee Revocable Trust of 6/21/74.	70.4%	20,892	2,292 shares held by Richard M. Jaffee as Trustee under the Richard M. Jaffee Revocable Trust of 6/21/74.	.5%
Voting Power 56.7%		550,000 shares held by the Jaffee Investment Partnership, LP			100 shares held in joint tenancy with spouse.	
		79,387 shares held by spouse, Shirley H. Jaffee, as trustee under the Shirley H. Jaffee Declaration of Trust of 7/12/93. Mrs. Jaffee has voted these shares consistent with Mr. Jaffee's voting.			18,500 shares are in the form of employee stock options exercisable within 60 days of the date of this filing.	

(b) The voting power and power of disposition is shown

below.

Name	Sole Voting Power	Shared Voting Power	Detail of Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Detail of Shared Dispositive Power
Richard M. Jaffee	650,943 Class B Shares	629,387 Class B Shares	550,000 Class B shares held by the Jaffee Investment Partnership, LP.	650,943 Class B Shares	550,000 Class B Shares	Class B shares held by the Jaffee Investment Partnership, LP.
	20,792 Common Shares	100 Common Shares	79,387 Class B shares held by spouse, Shirley H. Jaffee, as trustee under the Shirley H. Jaffee Declaration of Trust of 7/12/93. Mrs. Jaffee has voted these shares consistent with Mr. Jaffee's voting.		100 Common Shares	Common Shares held in joint tenancy with spouse.
			Common Shares held in joint tenancy with spouse.			

(c) Transactions in last 60 days are shown below. All of the transactions were private transfers. Price per share was not applicable to the transactions.

Name	Date	# of Securities Involved	Nature of Transaction
Richard M. Jaffee	12/22/1997	248,350 Class B Shares	Gift to Shirley H. Jaffee, spouse*
	12/24/1997	250,000 Class B Shares	Transfer to Jaffee Investment Partnership, LP*

\* Transactions do not reflect form of ownership or changes in form of ownership which were reported in full on Form 4 for Richard M. Jaffee filed with the SEC on 1/11/98.

(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

The Limited Partnership Agreement ("Agreement") of Jaffee Investment Partnership, L.P. provides that, subject to the limitations of the Agreement, the General Partners manage the partnership business, with all rights and powers of general partners as provided in the Delaware Revised Uniform Partnership Act. It further provides that certain decisions (distributions to Partners, sale, assignment or mortgage of, grant of security interest in, or pledge of, a Partnership Interest, borrowing, or lending, or purchasing of any security) cannot be made unless approved by a majority of the Units held by General Partners. It grants the power and authority over day-to-day decisions to Richard M. Jaffee as Managing General Partner. (Day-to-day decisions include the investment and reinvestment of Partnership assets in any property, including stock of any corporation.) (See Exhibit B attached.)

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None - See Jaffee Investment Partnership, L.P. Partnership Agreement filed as Exhibit 2 to Schedule 13-D filed by Richard M. Jaffee and other members of the partnership group.

## 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: January 16, 1998

/s/ RICHARD M. JAFFEE

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(Signature)  
Richard M. Jaffee