

SANDERSON JOE F JR

Form 4

March 22, 2012

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 *
SANDERSON JOE F JR

2. Issuer Name **and** Ticker or Trading
Symbol
SANDERSON FARMS INC
[SAFM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
225 N. 13TH AVENUE, P.O. BOX
988

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO, Chairman of Board

(Street)

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

LAUREL, MS 39440

(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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					9,808 ⁽¹⁾	I	By spouse.
Common Stock					91,440	I	Allocated to Reporting Person's Account in Issuer ESOP.
Common Stock	03/21/2012		S		3,391	D	\$ 53.5 893,190 D

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Common Stock	03/21/2012	S	900	D	\$ 53.51	882,290	D
Common Stock	03/21/2012	S	1,204	D	\$ 53.52	891,086	D
Common Stock	03/21/2012	S	1,300	D	\$ 53.53	889,786	D
Common Stock	03/21/2012	S	1,196	D	\$ 53.54	888,590	D
Common Stock	03/21/2012	S	2,184	D	\$ 53.55	886,406	D
Common Stock	03/21/2012	S	1,304	D	\$ 53.56	885,102	D
Common Stock	03/21/2012	S	1,096	D	\$ 53.57	884,006	D
Common Stock	03/21/2012	S	600	D	\$ 53.58	883,406	D
Common Stock	03/21/2012	S	325	D	\$ 53.59	883,081	D
Common Stock	03/21/2012	S	1,100	D	\$ 53.6	881,981	D
Common Stock	03/21/2012	S	1,000	D	\$ 53.61	880,981	D
Common Stock	03/21/2012	S	2,100	D	\$ 53.62	878,881	D
Common Stock	03/21/2012	S	1,500	D	\$ 53.63	877,381	D
Common Stock	03/21/2012	S	1,050	D	\$ 53.64	876,331	D
Common Stock	03/21/2012	S	1,450	D	\$ 53.65	874,881	D
Common Stock	03/21/2012	S	800	D	\$ 53.66	874,081	D
Common Stock	03/21/2012	S	450	D	\$ 53.67	873,631	D
Common Stock	03/21/2012	S	650	D	\$ 53.68	872,981	D
Common Stock	03/21/2012	S	100	D	\$ 53.69	872,881	D
Common Stock	03/21/2012	S	300	D	\$ 53.7	872,581	D
	03/21/2012	S	100	D		872,481	D

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Common Stock					\$ 53.72			
Common Stock	03/21/2012		S	100	D	\$ 53.73	872,381	D
Common Stock	03/21/2012		S	100	D	\$ 53.74	872,281	D
Common Stock	03/21/2012		S	200	D	\$ 53.75	872,081	D
Common Stock	03/21/2012		S	400	D	\$ 53.76	871,681	D

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERSON JOE F JR 225 N. 13TH AVENUE P.O. BOX 988 LAUREL, MS 39440	X		CEO, Chairman of Board	

Signatures

/s/ D. Michael Cockrell, Attorney
in Fact

03/22/2012

__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) The Reporting Person disclaims beneficial ownership of these shares.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on Feb

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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