

SANDERSON JOE F JR  
 Form 4  
 March 26, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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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

(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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/23/2012

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

LAUREL, MS 39440

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)              |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        |                                                                                               |                                                          |                                                         |
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 9,808 <sup>(1)</sup>                                                                          | I                                                        | By spouse.                                              |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 91,440                                                                                        | I                                                        | Allocated to Reporting Person's Account in Issuer ESOP. |
| Common Stock                    | 03/23/2012                           |                                                    | S                              | 500                                                               | D                                                                                             | \$                                                       | 830,619 53.84                                           |

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|              |            |   |     |   |          |         |   |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 03/23/2012 | S | 100 | D | \$ 53.85 | 830,519 | D |
| Common Stock | 03/23/2012 | S | 200 | D | \$ 53.88 | 830,319 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

## Reporting Owners

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

## Signatures

/s/ Michael D. Cockrell,  
Attorney-In-Fact

03/26/2012

\*\*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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