

SANDERSON JOE F JR

Form 4

March 20, 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)  
03/19/2012

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

(Street)  
LAUREL, MS 39440

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

(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)   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (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                    | 03/19/2012                           |                                                    | S                              |                                                                   | 100    | D          | \$ 53.56 | 953,681                                                                                       | D                                                        |                                                         |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 03/19/2012 | S | 100   | D | \$ 53.58 | 953,581 | D |
| Common Stock | 03/19/2012 | S | 100   | D | \$ 53.6  | 953,481 | D |
| Common Stock | 03/19/2012 | S | 200   | D | \$ 53.61 | 953,281 | D |
| Common Stock | 03/19/2012 | S | 200   | D | \$ 53.69 | 953,081 | D |
| Common Stock | 03/19/2012 | S | 100   | D | \$ 53.76 | 952,981 | D |
| Common Stock | 03/19/2012 | S | 100   | D | \$ 53.78 | 952,881 | D |
| Common Stock | 03/19/2012 | S | 100   | D | \$ 53.79 | 952,781 | D |
| Common Stock | 03/19/2012 | S | 300   | D | \$ 53.83 | 952,481 | D |
| Common Stock | 03/19/2012 | S | 190   | D | \$ 53.85 | 952,291 | D |
| Common Stock | 03/19/2012 | S | 310   | D | \$ 53.86 | 951,981 | D |
| Common Stock | 03/19/2012 | S | 400   | D | \$ 53.87 | 951,581 | D |
| Common Stock | 03/19/2012 | S | 1,500 | D | \$ 53.88 | 950,081 | D |
| Common Stock | 03/19/2012 | S | 300   | D | \$ 53.89 | 949,781 | D |
| Common Stock | 03/19/2012 | S | 300   | D | \$ 53.9  | 949,481 | D |
| Common Stock | 03/19/2012 | S | 457   | D | \$ 53.91 | 949,024 | D |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of Derivative<br>Securities<br>Beneficially<br>Owned |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------|

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Derivative  
Security

Securities  
Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

(Instr. 3 and 4)

Own  
Follo  
Repo  
Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

## 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  
\_\_\_\_\_  
\*\*Signature of Reporting Person

03/20/2012  
\_\_\_\_\_  
Date

/s/ Michael D. Cockrell,  
Attorney-In-Fact  
\_\_\_\_\_  
\*\*Signature of Reporting Person

03/20/2012  
\_\_\_\_\_  
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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