

SANFILIPPO JOHN B & SON INC

Form 4

March 28, 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 *
SANFILIPPO JEFFREY T

2. Issuer Name **and** Ticker or Trading
Symbol
SANFILIPPO JOHN B & SON INC
[JBSS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1703 N. RANDALL ROAD

(Street)

ELGIN, IL 60123-7820

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

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 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)
Class A - Common Stock	03/26/2012		P	Amount (1) 10,000 Price (2) \$ 11.14	10,000 (3)	D (4)	
Class A - Common Stock					44,044	I (4)	As Co-Trustee of 2006 Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Owned Following Reported Transaction (Instr. 6)
				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
SANFILIPPO JEFFREY T 1703 N. RANDALL ROAD ELGIN, IL 60123-7820	X	X	CEO	

Signatures

/s/Herbert J. Marros as Power of
Attorney

03/28/2012

__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 above purchased the shares of Class A Common Stock listed herein pursuant to a written agreement between James J. Sanfilippo and the reporting person, among others. Under the agreement, the reporting person purchased shares of Class A Common Stock of John B. Sanfilippo & Son, Inc. (the Company) equal to the number of shares of Common Stock of the Company sold by the reporting person in an earlier sale.

(2) The purchase price for each share of Class A Common Stock is \$11.14. This represents the highest price received by any of Jasper B. Sanfilippo, Marian Sanfilippo, Jeffrey T. Sanfilippo, John E. Sanfilippo and the Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006, for the sales of Common Stock of the Company as previously reported by each of the above individuals.

(3) As a result of the transactions described herein, the reporting person will own the same number of shares of common equity (defined as the total combined number of shares of Class A Common Stock and Common Stock) of the Company as owned prior to this filing. In addition, the reporting person may be deemed to beneficially own 32,609 shares of Class A Common Stock held in the name of the Jeffrey T. Sanfilippo Trust, dated October 4, 1991.

(4) 10,000 shares are held in the name of reporting person. 44,044 shares are held in the name of the Jeffrey T. Sanfilippo Irrevocable Trust dated October 6, 2006 for which the reporting person is the Co-Trustee and beneficial owner.

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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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