

SANDERSON FARMS INC
Form 4/A
January 17, 2013

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 *
BUTTS LAMPKIN

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)
127 FLYNT ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

LAUREL, MS 39443
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/21/2012

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/19/2012		G	V 2,600 D \$ 0 ⁽¹⁾	123,891	D	
Common Stock	12/19/2012		S	200 D \$ 50.35	123,691	D	
Common Stock	12/19/2012		S	100 D \$ 50.37	123,591	D	
Common Stock	12/19/2012		S	100 D \$ 50.39	123,491	D	
Common Stock	12/19/2012		S	100 D \$ 50.41	123,391	D	

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Common Stock	12/19/2012	S	200	D	\$ 50.47	123,191	D	
Common Stock	12/19/2012	S	400	D	\$ 50.48	122,791	D	
Common Stock	12/19/2012	S	700	D	\$ 50.49	122,091	D	
Common Stock	12/19/2012	S	406	D	\$ 50.5	121,685	D	
Common Stock	12/19/2012	S	1,200	D	\$ 50.51	120,485	D	
Common Stock	12/19/2012	S	894	D	\$ 50.52	119,591	D	
Common Stock	12/19/2012	S	700	D	\$ 50.53	118,891	D	
Common Stock	12/19/2012	S	700	D	\$ 50.54	118,191	D	
Common Stock	12/19/2012	S	100	D	\$ 50.55	118,091	D	
Common Stock	12/19/2012	S	300	D	\$ 50.56	117,791	D	
Common Stock	12/19/2012	S	1,195	D	\$ 50.57	116,596	D	
Common Stock	12/19/2012	S	205	D	\$ 50.58	116,391	D	
Common Stock	12/19/2012	S	2,889	D	\$ 50.59	113,502	D	
Common Stock	12/19/2012	S	1,011	D	\$ 50.6	112,491	D	
Common Stock	12/19/2012	S	109	D	\$ 50.62	112,382	D	
Common Stock	12/19/2012	S	200	D	\$ 50.64	112,182	D	
Common Stock	12/19/2012	S	91	D	\$ 50.65	112,091	D	
Common Stock	12/19/2012	S	200	D	\$ 50.81	111,891	D	
Common Stock						2,291	I	Held in 401(k) plan account
Common Stock						26,082	I	Allocated to

Reporting
Person's
Account in
Issuer
ESOP.

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

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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 Transaction (Instr. 5)
				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
BUTTS LAMPKIN 127 FLYNT ROAD LAUREL, MS 39443	X		President and COO	

Signatures

D. Michael Cockrell,
Attorney-in-Fact

01/17/2013

__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 reported transaction was a gift. Thus, there was no price.

Remarks:

This Amendment is filed to include the Reporting Person's 401(k) Plan shares, which were inadvertently omitted from the original filing.

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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