SANDERSON FARMS INC

Form 4 June 13, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

:			2. Issuer Name and Ticker or Trading Symbol SANDERSON FARMS INC [SAFM]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			3. Date of Earliest Transaction (Month/Day/Year) 06/12/2013					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President and COO		
				If Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)		ed 3. 4. Securities Acquired (A Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A) or		(D)	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)		
Common Stock	06/12/2013			S	400	D	\$ 71.29	106,922	D	
Common Stock	06/12/2013			S	400	D	\$ 71.28	106,522	D	
Common Stock	06/12/2013			S	600	D	\$ 71.266	105,922	D	
Common Stock	06/12/2013			S	600	D	\$ 71.2512	105,322	D	
Common Stock	06/12/2013			S	400	D	\$ 71.25	104,922	D	

Edgar Filing: SANDERSON FARMS INC - Form 4

Common Stock	06/12/2013	S	900	D	\$ 71.2401	104,022	D	
Common Stock	06/12/2013	S	2,000	D	\$ 71.2301	102,022	D	
Common Stock	06/12/2013	S	1,100	D	\$ 71.21	100,922	D	
Common Stock	06/12/2013	S	700	D	\$ 71.2001	100,222	D	
Common Stock	06/12/2013	S	100	D	\$ 71.2	100,122	D	
Common Stock	06/12/2013	S	800	D	\$ 71.0301	99,322	D	
Common Stock	06/12/2013	S	200	D	\$ 71.03	99,122	D	
Common Stock	06/12/2013	S	600	D	\$ 71.0201	98,522	D	
Common Stock	06/12/2013	S	200	D	\$ 71.02	98,322	D	
Common Stock	06/12/2013	S	4	D	\$ 71.01	98,318	D	
Common Stock	06/12/2013	S	996	D	\$ 71	97,322	D	
Common Stock						26,664 <u>(1)</u>	I	Allocated to Reporting Person's Account in Issuer ESOP.
Common Stock						2,291	I	By 401(k) Plan

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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene

Edgar Filing: SANDERSON FARMS INC - Form 4

Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of Shares

Own

Follo

Repo

Trans

(Insti

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
BUTTS LAMPKIN 127 FLYNT ROAD LAUREL, MS 39443	X		President and COO					

Signatures

/s/ D. Michael Cockrell, Attorney
in Fact

**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) Reflects allocations made since the date of the Reporting Person's last report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3