

Sanfilippo John E
Form 4
March 28, 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 *
Sanfilippo John E

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)
1900 PRATT

(Street)

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

____ Director 10% Owner
____ Officer (give title below) Other (specify below)
Member of 13(d) Group

ELK GROVE VILLAGE, IL 60007

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A - Common Stock | 03/26/2012 | | P | (A) or (D) A | \$ 28,152 (1) 11.14 (2) | 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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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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| Sanfilippo John E 1900 PRATT ELK GROVE VILLAGE, IL 60007 | | X | | Member of 13(d) Group |

Signatures

/s/Herbert J. Marros as Power of Attorney
Date: 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 John E. Sanfilippo Trust, dated October 2, 1991.

(4) 28,152 shares are held in the name of reporting person. 44,044 shares are held in the name of the John E. 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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