Edgar Filing: SANDERSON FARMS INC - Form 4

SANDERSO	N FARMS IN	С									
Form 4											
July 02, 2013											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 or	6. STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligations may continue. See Instruction 1(b). 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						1					
(Print or Type F	Responses)										
Cooley Toni D Symbol SAN			Symbol	DERSON FARMS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/I			3. Date of (Month/D 06/28/20	-				X_ Director10% Owner Officer (give titleOther (specify below)below)			
				ndment, Date Original nth/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 			
LAUREL, N	AS 39443							Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	06/28/2013			А	176	А	\$ 66.42	17,744	D		
Common Stock	06/28/2013			А	44	A	\$ 0 <u>(1)</u>	17,788	D		
Common Stock	06/30/2013			F	98	D	\$ 66.42	17,690	D		

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o when reality read too	Director	10% Owner	Officer	Other			
Cooley Toni D 127 FLYNT ROAD LAUREL, MS 39443	Х						
Signatures							
/s/ D. Michael Cockrell, Attorney-in-Fact	07/02/2013						
**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) Shares granted by the Issuer pursuant to the matching contribution provisions of the Issuer's Management Share Purchase Plan.

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.