



Edgar Filing: SANDERSON FARMS INC - Form 4

Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount	(A) or (D)	Price
Common Stock, par value \$1.00 per share						
Common Stock, par value \$1.00 per share						
Common Stock, par value \$1.00 per share						
Common Stock, par value \$1.00 per share						

\* \_\_\_\_ If the Form is filed by more than one Reporting Person, see  
Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Incentive Stock Options	\$10.875	1/09/02	D	7,500	7/25/97* 7/25/02	Common Stock 7,500
	\$15.00	2/28/02	D	5,000	7/24/98* 7/24/07	Common Stock 5,000
	\$13.00				4/24/99* 4/23/08	Common Stock
	\$ 7.188				5/01/01* 5/01/10	Common Stock
	\$ 7.46875				4/21/01* 4/21/10	Common Stock
	\$11.10				4/28/02* 4/28/11	Common Stock

Explanation of Responses:

\*All reported option vest at 25% on the date indicated, and continue to vest at 25% on each anniversary date thereafter until fully vested

March 7, 2002

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\*\*Signature of Reporting Person

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.