

SANDERSON FARMS INC
Form 4
December 21, 2007

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 *
BAKER JOHN H III

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)
12/20/2007

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

LAUREL, MS 39443

(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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Stock	12/20/2007		P	100	A	\$ 31.75	30,998	D	
Common Stock	12/20/2007		P	262	A	\$ 31.69	31,260	D	
Common Stock	12/20/2007		P	100	A	\$ 31.7	31,360	D	
Common Stock	12/20/2007		P	25	A	\$ 31.63	31,385	D	
Common Stock	12/20/2007		P	200	A	\$ 31.53	31,585	D	

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Common Stock	12/20/2007	P	300	A	\$ 31.5	31,885	D
Common Stock	12/20/2007	P	600	A	\$ 31.68	32,485	D
Common Stock	12/20/2007	P	408	A	\$ 31.64	32,893	D
Common Stock	12/20/2007	P	456	A	\$ 31.61	33,349	D
Common Stock	12/20/2007	P	300	A	\$ 31.6	33,649	D
Common Stock	12/20/2007	P	1,490	A	\$ 31.57	35,139	D
Common Stock	12/20/2007	P	485	A	\$ 31.56	35,624	D
Common Stock	12/20/2007	P	300	A	\$ 31.55	35,924	D
Common Stock	12/20/2007	P	100	A	\$ 31.5604	36,024	D
Common Stock	12/20/2007	P	2,511	A	\$ 31.65	38,535	D
Common Stock	12/20/2007	P	800	A	\$ 31.66	39,335	D
Common Stock	12/20/2007	P	700	A	\$ 31.62	40,035	D
Common Stock	12/20/2007	P	800	A	\$ 31.54	40,835	D
Common Stock	12/20/2007	P	425	A	\$ 31.52	41,260	D
Common Stock	12/20/2007	P	500	A	\$ 31.59	41,760	D
Common Stock	12/20/2007	P	500	A	\$ 31.58	42,260	D
Common Stock	12/20/2007	P	1,300	A	\$ 31.67	43,560	D
Common Stock	12/20/2007	P	1,398	A	\$ 31.72	44,958	D
Common Stock	12/20/2007	P	100	A	\$ 31.73	45,058	D
Common Stock	12/20/2007	P	1,702	A	\$ 31.71	46,760	D
	12/20/2007	P	100	A		46,860	D

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Common Stock					\$					
					31.7124					
Common Stock	12/20/2007		P	300	A	\$ 31.765	47,160		D	
Common Stock	12/20/2007		P	100	A	\$ 31.79	47,260		D	
Common Stock	12/20/2007		P	100	A	\$ 31.83	47,360		D	
Common Stock							2,250 ⁽¹⁾		I	By trust for benefit of wife.

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 Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER JOHN H III 127 FLYNT ROAD LAUREL, MS 39443	X			

Signatures

/s/ James A. Grimes, Attorney

In Fact

12/21/2007

__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 disclaims beneficial ownership of these shares.

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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