

SANDERSON JOE F JR

Form 4

December 28, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDERSON JOE F JR

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)
225 N. 13TH AVENUE, P.O. BOX
988

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO, Chairman of Board

(Street)

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

LAUREL, MS 39440

(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (A) or (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)			
			Code	V	Amount (1)	(A) or (D) (2)	Price (3)			
Common Stock	08/22/2006		W		28,225 (1)	D	\$ 0 (2)	0	I	As co-executor for Estate of Joe Frank Sanderson
Common Stock	08/22/2006		W		7,057	A	\$ 0 (2)	1,098,161	D	
Common Stock	12/18/2006		G	V	9,633	D	\$ 0 (3)	1,088,528	D	
Common	12/20/2006		G	V	5,809	D	\$ 0	1,082,719	D	

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Stock	(3)			
Common Stock	84,257 (4)	I	Allocated to Reporting Person's account in Issuer ESOP	
Common Stock	9,808 (1)	I	By spouse	

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

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(9-02)

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 Following Reported Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANDERSON JOE F JR 225 N. 13TH AVENUE P.O. BOX 988 LAUREL, MS 39440	X CEO, Chairman of Board

Signatures

/s/ D. Michael Cockrell,
Attorney-in-Fact 12/28/2006

__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.
- (2) The reported transaction reflects the distribution of shares from the Estate of Joe Frank Sanderson to its heirs. Consequently, there was no price. This transaction is exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-5.
- (3) The reported transaction consisted of gifts of common stock. Thus, there is no price.
- (4) Reflects allocations made in 2006 and not previously reported.

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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