

RIGNEY TIM

Form 4

November 01, 2018

**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 \*  
RIGNEY TIM

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)  
10/31/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Controller/Secretary

LAUREL, MS 39443

4. If Amendment, Date Original  
Filed(Month/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  
Person

(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 (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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|---------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price               |                                                                                               |                                                          |                                                       |
| Common Stock                    | 10/31/2018                           |                                                    | M                              |                                                                   | 2,308  | A          | \$ 0 <sup>(1)</sup> | 11,575                                                                                        | D                                                        |                                                       |
| Common Stock                    | 10/31/2018                           |                                                    | F                              |                                                                   | 961    | D          | \$ 98.39            | 10,614                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                     | 33.0805                                                                                       | I                                                        | By 401(k) Plan                                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                     | 3,132.9745 <sup>(2)</sup>                                                                     | I                                                        | Allocated to Reporting Person's Account in            |

Issuer  
ESOP

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Performance<br>Shares                               | <u>(1)</u>                                                         | 10/31/2018                              |                                                             | M                                    | 2,308                                                                                                           | <u>(1)</u> <u>(1)</u>                                          | Common<br>Stock                                                     | 2,308                                     |

## Reporting Owners

| Reporting Owner Name / Address                   | Relationships                             |
|--------------------------------------------------|-------------------------------------------|
|                                                  | Director    10% Owner    Officer    Other |
| RIGNEY TIM<br>127 FLYNT ROAD<br>LAUREL, MS 39443 | Controller/Secretary                      |

## Signatures

/s/ D. Michael Cockrell,  
Attorney-in-Fact      11/01/2018

\*\*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 reported transaction was the vesting of performance shares that were awarded on November 1, 2015. The award entitled the Reporting Person to a number of shares of common stock based on the Issuer's level of achievement of performance measures over a two-year period ending October 31, 2017. The performance measures were return on equity and return on sales. On December 28, 2017, the Issuer's Compensation Committee determined that based on the Issuer's actual performance, the Reporting Person was entitled to the number of shares reported in Table II. However, the Reporting Person's performance share agreement provided that the earned shares

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would not be issued unless the Reporting Person was employed by the Issuer (with some exceptions) for an additional one-year vesting period ending on October 31, 2018. That condition has now been met.

(2) Reflects allocations not reported on the Reporting Person's previous ownership report.

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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