

SANDERSON JOE F JR  
 Form 4  
 March 16, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/15/2012

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

LAUREL, MS 39440

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					9,808 <sup>(1)</sup>	I	By spouse.
Common Stock					91,440	I	Allocated to Reporting Person's Account in Issuer ESOP.
Common Stock	03/15/2012		S	200	D	\$ 54.32	1,008,419 D

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Common Stock	03/15/2012	S	200	D	\$ 54.33	1,008,219	D
Common Stock	03/15/2012	S	300	D	\$ 54.35	1,007,919	D
Common Stock	03/15/2012	S	300	D	\$ 54.36	1,007,619	D
Common Stock	03/15/2012	S	100	D	\$ 54.37	1,007,519	D
Common Stock	03/15/2012	S	400	D	\$ 54.38	1,007,119	D
Common Stock	03/15/2012	S	200	D	\$ 54.39	1,006,919	D
Common Stock	03/15/2012	S	261	D	\$ 54.4	1,006,658	D
Common Stock	03/15/2012	S	139	D	\$ 54.41	1,006,519	D
Common Stock	03/15/2012	S	100	D	\$ 54.42	1,006,419	D
Common Stock	03/15/2012	S	200	D	\$ 54.43	1,006,219	D
Common Stock	03/15/2012	S	700	D	\$ 54.44	1,005,519	D
Common Stock	03/15/2012	S	300	D	\$ 54.45	1,005,219	D
Common Stock	03/15/2012	S	300	D	\$ 54.46	1,004,919	D
Common Stock	03/15/2012	S	400	D	\$ 54.47	1,004,519	D
Common Stock	03/15/2012	S	700	D	\$ 54.49	1,003,819	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security

Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

(Instr. 3 and 4)

Owned Following Report of Transaction (Instr. 3 and 4)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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# 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/ James A. Grimes, Attorney-in-Fact 03/16/2012

\_\_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.

## Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 15, 2012.

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.