

Edgar Filing: SANDERSON JOE F JR - Form 5

SANDERSON JOE F JR  
Form 5  
January 29, 2003

-----  
OMB APPROVAL  
-----  
OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden  
hours per response.....1.0  
-----

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person\*

Sanderson, Jr. Joe F.  
-----  
(Last) (First) (Middle)

P. O. Box 988

-----  
(Street)

Laurel Mississippi 39441  
-----  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Sanderson Farms, Inc. (SAFM)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

October 31, 2002

5. If Amendment, Date of Original (Month/Year)

Edgar Filing: SANDERSON JOE F JR - Form 5

6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

President, CEO, Chairman of the Board

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price
				-----		
				Amount		

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

Edgar Filing: SANDERSON JOE F JR - Form 5

\* If the form is filed by more than one reporting person, see instruction 4(b) (v).

(1) As co-executor of the Estate of Joe Frank Sanderson. Joe Sanderson, Jr. was appointed and qualified as a co-executor of the Estate of Joe Frank Sanderson on 1/21/98.

(2) Allocated to the account of Joe F. Sanderson, Jr. in the Company's ESOP.

(3) By private charitable foundation of which Joe F. Sanderson, Jr. is a director.

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action 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) Date Exer- cisable	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
--	---	--	---	---	--	--	--

Employee Stock Options (Right to Buy)	\$15.00	7/24/97		A	60,000	7/24/98* 7/23/07	Common Stock	60,000
---	---------	---------	--	---	--------	------------------	-----------------	--------

Employee Stock Options (Right to Buy)	\$13.00	4/23/98		A	60,000	4/23/99* 4/22/08	Common Stock	60,000
---	---------	---------	--	---	--------	------------------	-----------------	--------

Phantom Stock Rights	\$ 7.46875	4/22/00		A	75,000	4/22/01* 4/21/10	Common Stock	75,000
----------------------------	------------	---------	--	---	--------	------------------	-----------------	--------

Employee  
Stock  
Options

Edgar Filing: SANDERSON JOE F JR - Form 5

(Right						Common
to Buy)	\$17.08	10/24/02	A	105,386	10/24/03*10/23/12	Stock 105,386

Explanation of Responses:

\*Options vest at the reate of 25% on the date indicated, and continue to vest at the rate of 25% per year on each anniversary date until fully vested.

/s/Joe F. Sanderson, Jr.

1/29/03

-----  
\*\*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.