SANDERSON FARMS INC

Form 4

March 07, 2005

FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box 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

> > 2. Issuer Name and Ticker or Trading

Symbol

See Instruction 1(b).

(Print or Type Responses)

SANDERSON JOE F JR

1. Name and Address of Reporting Person *

			SANDERSON FARMS INC [SAFM]				(Check all applicable)				
(Last) 225 N. 1 988	(First) 3TH AVENUE, P.	(1	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2005				Director 10% OwnerX Officer (give title Other (specify below) CEO, Chairman of Board				
LAURE	(Street) L, MS 39440		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 Dat (Month/Day/Year)		Code V Code V Code V	A. Securities A) or Disporting Tinstr. 3, 4 a Amount	osed c	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 1,094,854	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	n						78,762	I	Allocated to Reporting Persons account in Issuer ESOP		
Common Stock	n						9,808 (2)	I	By Spouse		
Commo	n						28,225 (2)	I	As		

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

Stock

for Estate of Joe Frank Sanderson

> 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

co-executor

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 Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	99 II 99 II 90 II 11 ()
			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

CEO, Chairman of Board

Signatures

/s/ Joe F. 03/07/2005 Sanderson, Jr.

**Signature of Reporting Date

Person

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 a grant of restricted stock for no consideration. Thus, there is no price.

Reporting Owners 2

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(2) 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. 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.