SANDERSON FARMS INC

Form 4 June 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MOONEY DIANNE		Symbol	Symbol				Issuer					
			SANDERSON FARMS INC [SAFM]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				-	X Director 10% Owner				
			(Month/Day/Year)				Officer (give title Other (specify below)					
12/ FLYN	I RUAD		06/05/2	2014								
				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mo					Applicable Line) _X_ Form filed by One Reporting Person				
LAUREL, MS 39443								Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution		3. Transacti Code (Instr. 8)	4. Securi omr Dispo (Instr. 3,	sed of 4 and		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	06/05/2014			S S	1,000	D D	\$ 97.2601	13,954	D			
Common Stock	06/05/2014			S	927	D	\$ 97.27	13,027	D			
Common Stock	06/05/2014			S	700	D	\$ 97.3101	12,327	D			
Common Stock	06/05/2014			S	200	D	\$ 97.325	12,127	D			
Common Stock	06/05/2014			S	300	D	\$ 97.33	11,827	D			

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Common Stock	06/05/2014	S	137	D	\$ 97.34	11,690	D
Common Stock	06/05/2014	S	100	D	\$ 97.35	11,590	D
Common Stock	06/05/2014	S	100	D	\$ 97.37	11,490	D
Common Stock	06/05/2014	S	100	D	\$ 97.375	11,390	D
Common Stock	06/05/2014	S	546	D	\$ 97.46	10,844	D
Common Stock	06/05/2014	S	400	D	\$ 97.48	10,444	D
Common Stock	06/05/2014	S	600	D	\$ 97.5001	9,844	D
Common Stock	06/05/2014	S	900	D	\$ 97.501	8,944	D

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

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SEC 1474 (9-02)

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ite	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable Date	Title Number				
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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MOONEY DIANNE
127 FLYNT ROAD X
LAUREL, MS 39443

Signatures

/s/ D. Michael Cockrell,
Attorney-in-Fact

06/06/2014

**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).

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.

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