

SANDERSON FARMS INC

Form 4

January 04, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTTS LAMPKIN

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2005

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and COO

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(A) Code (Instr. 8) | 4. Securities Acquired 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 | 12/21/2005 | | G | V | 300 | D | \$ 0 ⁽¹⁾ | 42,594 | D | |
| Common Stock | | | | | | | | 39,413 | I | Allocated to Reporting Persons account in Issuer ESOP |
| Common Stock | 12/28/2005 | | A | | 4,412 | A | \$ 0 ⁽³⁾ | 47,006 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------------------|--------|---|
| Common Stock | 12/28/2005 | A | 1,103 | A | \$ 0 ⁽²⁾ | 48,109 | D |
| Common Stock | 12/30/2005 | A | 552 | A | \$ 30.53 | 48,661 | D |
| Common Stock | 12/30/2005 | A | 138 | A | \$ 0 ⁽²⁾ | 48,799 | 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)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| BUTTS LAMPKIN 225 N. 13TH AVENUE LAUREL, MS 39440 | X President and COO |

Signatures

/s/ Lampkin
Butts 01/04/2006

**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 consisted of gifts of common stock. Thus, there is no price.

(2) Shares granted by the Issuer pursuant to the matching contribution provisions of the Isuer's Management Stock Purchase Plan.

The reported transaction represents the receipt of common stock in lieu of a portion of a cash bonus that otherwise would have been payable to the Reporting Person, and therefore the transaction was not a "purchase" and there was no price. The price used by the Issuer to calculate the number of shares payable to the Reporting Person was \$31.17 per share, which was the closing market price of the stock on December 28, 2005, the bonus payment date.

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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