

SANDERSON FARMS INC

Form 4/A

January 17, 2013

**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)  
**127 FLYNT ROAD**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/19/2012**

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

**LAUREL, MS 39443**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**12/21/2012**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/19/2012		G	V	2,600	D	\$ 0 <u>(1)</u>	123,891	D
Common Stock	12/19/2012		S		200	D	\$ 50.35	123,691	D
Common Stock	12/19/2012		S		100	D	\$ 50.37	123,591	D
Common Stock	12/19/2012		S		100	D	\$ 50.39	123,491	D
Common Stock	12/19/2012		S		100	D	\$ 50.41	123,391	D

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Common Stock	12/19/2012	S	200	D	\$ 50.47	123,191	D	
Common Stock	12/19/2012	S	400	D	\$ 50.48	122,791	D	
Common Stock	12/19/2012	S	700	D	\$ 50.49	122,091	D	
Common Stock	12/19/2012	S	406	D	\$ 50.5	121,685	D	
Common Stock	12/19/2012	S	1,200	D	\$ 50.51	120,485	D	
Common Stock	12/19/2012	S	894	D	\$ 50.52	119,591	D	
Common Stock	12/19/2012	S	700	D	\$ 50.53	118,891	D	
Common Stock	12/19/2012	S	700	D	\$ 50.54	118,191	D	
Common Stock	12/19/2012	S	100	D	\$ 50.55	118,091	D	
Common Stock	12/19/2012	S	300	D	\$ 50.56	117,791	D	
Common Stock	12/19/2012	S	1,195	D	\$ 50.57	116,596	D	
Common Stock	12/19/2012	S	205	D	\$ 50.58	116,391	D	
Common Stock	12/19/2012	S	2,889	D	\$ 50.59	113,502	D	
Common Stock	12/19/2012	S	1,011	D	\$ 50.6	112,491	D	
Common Stock	12/19/2012	S	109	D	\$ 50.62	112,382	D	
Common Stock	12/19/2012	S	200	D	\$ 50.64	112,182	D	
Common Stock	12/19/2012	S	91	D	\$ 50.65	112,091	D	
Common Stock	12/19/2012	S	200	D	\$ 50.81	111,891	D	
Common Stock						2,291	I	Held in 401(k) plan account
Common Stock						26,082	I	Allocated to

Reporting  
Person's  
Account in  
Issuer  
ESOP.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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 127 FLYNT ROAD LAUREL, MS 39443	X		President and COO	

## Signatures

D. Michael Cockrell,  
Attorney-in-Fact

01/17/2013

\_\_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 was a gift. Thus, there was no price.

**Remarks:**

This Amendment is filed to include the Reporting Person's 401(k) Plan shares, which were inadvertently omitted from the orig

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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