SANDERSON FARMS INC

Form 4 March 08, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

		tion 16(a) of the Se ne Public Utility Ho (f) of the Investmen	lding	Company Act of 193			
[_]	Check box if no longer may continue. See In:		on 16.	Form 4 or Form 5	obligations		
1.	Name and Address of 1	Reporting Person*					
Butt	S	Lampkin					
(Last)	(First)		(Middle)			
Post	Office Box 988						
		(Street)					
Laur	el	Mississi	ppi	39441-09) 88		
(City)	(State)		(Zip)			
2.	Issuer Name and Ticke	er or Trading Symbol					
SAFM							
3.	IRS Identification No	umber of Reporting P	erson,	if an Entity (Vol	untary)		
4.	Statement for Month/	Year					
Janu	ary/February 2002						
5.	If Amendment, Date o	f Original (Month/Ye	ar)				
6.	Relationship of Repo: (Check all applicable	=	er		:=======		
	[X] Director [X] Officer (give to	itle below)	[X]	10% Owner Other (specify be	elow)		
Vice	President-Sales						
7.	Individual or Joint/Group Filing (Check applicable line)						
	[X] Form filed by on	ne Reporting Person					

 $[_]$ Form filed by more than one Reporting Person

Table I Non-Derivative or Benef	Securities Acc ficially Owned	quired, Dispos	ed of,	=	
	=				
	2.	3. Transaction Code	4. Securities Acq Disposed of (D (Instr. 3, 4 a) nd 5)	(A) or
1. Title of Security (Instr. 3)	Transaction Date	(Instr. 8)	Amount	(A)	Price
Common Stock, par value \$1.00 per share					
Common Stock, par value \$1.00 per share					
Common Stock, par value \$1.00 per share					
Common Stock, par value \$1.00 per share					
* If the Form is filed by mor Instruction 4(b)(v).	re than one Rep	porting Person	, see		
Reminder: Report on a separate line for owned directly or indirectly		of securities	beneficially		
(Print or	r Type Response	es)	(Over)	
(Form 4-07/99)			(6161	,	
FORM 4 (continued)					
Table II Derivative Securities Acc					

	2. Conversion or Exercise Price	3. Trans-	4. Trans- action	of(D) (Instr. 3, 4 and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security	of action Deriv- Date ative (Month/ Secur- Day/	Date (Month/	(Instr. 8)			(Month/Day/Year) Date Expira- Exer- tion			Amount or Number of
(Instr. 3)		Year)	Code V					Title	Shares
Incentive Stock Options	\$10.875	1/09/02	D		7,500	7/25/97*	7/25/02	Common Stock	7,500
	\$15.00	2/28/02	D		5,000	7/24/98*	7/24/07	Common Stock	5,000
	\$13.00					4/24/99*	4/23/08	Common Stock	
	\$ 7.188					5/01/01*	5/01/10	Common Stock	
	\$ 7.46875	;				4/21/01*	4/21/10	Common Stock	
	\$11.10					4/28/02*	4/28/11	Common Stock	
Explanation of Res	ponses:		======	======	======	=======	======	=======	

*All reported option vest at 25% on the date indicated, $\,$ and continue to vest at 25% on each anniversary date thereafter until fully vested

March 7, 2002

**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.