### SANDERSON ROBERT BUCK

Form 5 February 05, 2003

ON	MB APPROVAL	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- $|\_|$  Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- |\_| Form 3 Holdings Reported
- |x| Form 4 Transactions Reported
- 1. Name and Address of Reporting Person\*  $\,$

Sanderson	Robert	Buck
(Last)	(First)	(Middle)

P. O. Box 988

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(Street)

Laurel	Mississippi	39441
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Sanderson Farms, Inc. (SAFM)

- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year

October 31, 2002

5. If Amendment, Date of Original (Month/Year)

6.	Rela	tionship	of Re	eporting Person	(s) to Issuer				
		ck all a							
		Directo Officer		e title below)		10% Owner Other (speci	fy below)		
7.		vidual c		nt/Group Filing line)					
			_	One Reporting More than One		rson			
		Table		Jon-Derivative (		quired, Dispos		==	
				2. Trans		Transaction	4. Securities According to the securities According to the securities According to the security and the secu	D) and 5)	(A) or
1. Title (Inst		Security ) 		action Date	Execution Date, if any (mm/dd/yy)			(A) or (D)	Price
Commo	n St	ock							
Commo	n St								
Commo	n St	ock							

- \* If the form is filed by more than one reporting person, see instruction  $4\,(b)\,(v)$  .
- (1) As co-executor of the Estate of Dewey R. Sanderson, Jr.
- (2) Allocated to the account of Robert Buck Sanderson in the Company's ESOP.

FORM 5 (continued)

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

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	2.								
	Conver-				5.			7.	
	sion				Number of			Title and	d Amount
	or				Derivative	6.		of Underl	Lying
	Exer-		3A.	4.	Securities	Date		Securitie	es
	cise		Deemed	Trans-	Acquired (A)	Exercisa	ble and	(Instr. 3	3 and 4)
	Price	3.	Execut-	action	or Disposed	Expirati	on Date		
1.	of	Trans-	ion	Code	of(D)	(Month/D	ay/Year)		Amount
Title of	Deriv-	action	Date if	(Instr.	(Instr. 3,				or
Derivative	ative	Date	any	8)	4 and 5)	Date	Expira-		Number
Security	Secur-	(mm/dd/	(mm/dd/			Exer-	tion		of
(Instr. 3)	ity	уу)	уу)		(A) (D)	cisable	Date	Title	Shares

Employee Stock Options (Right to buy)	\$ 7.46875	4/24/00	A	2,250	4/24/01* 4/23/10	Common Stock	2,250
Employee Stock Options (Right to buy)	\$18.55	7/25/02	A	4,000	7/25/03* 7/24/12	Common Stock	4,000
	· <del></del>						
	· <b></b>						


### Explanation of Responses:

Options vest 25% on the date indicated, and continue to vest at the rate of 25% per year on each anniversary date until fully vested.

/s/Robert Buck Sanderson January 28, 2003

\*\*Signature of Reporting Person Date

 $^{\star\star}$  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.