Edgar Filing: SANDERSON FARMS INC - Form 4

SANDERSON Form 4	N FARMS INC	1									
October 23, 2	009										
FORM	4									PPROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check this if no longe	r								Expires:	January 31,	
subject to Section 16 Form 4 or	SIAIE.	STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES							Estimated burden ho response.	urs per	
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Excha Section 17(a) of the Public Utility Holding Company Act 30(h) of the Investment Company Act of							Act of	t of 1935 or Section			
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> GRIMES JAMES A			2. Issuer Name and Ticker or Trading Symbol SANDERSON FARMS INC				ıg	5. Relationship of Reporting Person(s) to Issuer			
		[SAFM]					(Check all applicable)				
(Last) 127 FLYNT		(Month/D			ansaction			Director 10% Owner X Officer (give title Other (specify below) below)			
12,1211(1	Rond		10/21/2009					Sec'y/Chief Acctg. Officer			
				ndment, Da th/Day/Year)	-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
LAUREL, M	IS 39443								More than One F		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemo Execution any (Month/Day/Year)			on Date, if))	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial	
		(inonius)	Duy, I cui)	(msu: o)	(1154.5,	(A) or		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	10/21/2009			А	1,050	А	(1)	18,706	D		
Common Stock								12,679	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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactie Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3,						(Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address			Relationships			
I B	Director	10% Owner	Officer	Other		
GRIMES JAMES A 127 FLYNT ROAD LAUREL, MS 39443			Sec'y/Chief Acctg. Officer			
Signatures						
/s/ D. Michael Cockrell, Attorn in Fact	10/23	10/23/2009				
**Signature of Reporting Person		Dat	te			

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 grant of restricted stock for no consideration. Thus, there was no price.

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.