

Sanfilippo James J
Form 4
December 19, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanfilippo James J

2. Issuer Name and Ticker or Trading Symbol
SANFILIPPO JOHN B & SON INC
[JBSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1950 PRATT

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

ELK GROVE VILLAGE, IL 60007

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A - Common Stock | 12/17/2008 | | S | | 692,615 | D | \$ 4.48 |
| | | | | | | | 0 |
| | | | | | | | I (1) |
| | | | | | | | By Family Trust |
| Class A - Common Stock | 12/17/2008 | | S | | 692,616 | D | \$ 4.48 |
| | | | | | | | 0 |
| | | | | | | | I (2) |
| | | | | | | | By Family Trust |
| Class A - Common Stock | 12/17/2008 | | P | | 1,385,231 | A | \$ 4.48 |
| | | | | | | | 1,385,231 |
| | | | | | | | I (3) |
| | | | | | | | By Family Trust |
| Class A - Common | | | | | | | 44,044 |
| | | | | | | | I (4) |
| | | | | | | | By Family |

Stock

Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sanfilippo James J 1950 PRATT ELK GROVE VILLAGE, IL 60007 | | X | | |

Signatures

/s/Michael J. Valentine as Power of Attorney
12/19/2008
**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) Shares held by Reporting Person as Co-Trustee of the Irrevocable GRAT of Marian R. Sanfilippo, dated December 5, 2007
- (2) Shares held by Reporting Person as Co-Trustee of the Irrevocable GRAT of Jasper B. Sanfilippo, dated December 5, 2007.
- (3) Shares held by Reporting Person as Co-Trustee of the Sanfilippo Family 1999 GST, dated December 31, 1999.
- (4) Shares held by Reporting Person as Co-Trustee of the James J. Sanfilippo Irrevocable Trust, dated October 6, 2006.

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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