

SANDERSON FARMS INC
 Form 4
 March 09, 2005

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 *
 SANDERSON JOE F JR

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)
 225 N. 13TH AVENUE, P.O. BOX 988
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO, Chairman of Board

LAUREL, MS 39440

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/08/2005		M		\$ 39,520	A	1,134,374
Common Stock	03/08/2005		S		\$ 45.95	D	1,133,374
Common Stock	03/08/2005		S		\$ 46.025	D	1,110,854
Common Stock	03/08/2005		S		\$ 46.083	D	1,105,854
Common Stock	03/08/2005		S		\$ 46.136	D	1,099,854

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Common Stock	03/08/2005	S	5,000	D	\$ 46.2	1,094,854	D	
Common Stock						78,762	I	Allocated to Reporting Persons account in Issuer ESOP
Common Stock						9,808 ⁽¹⁾	I	By spouse
Common Stock						28,225 ⁽¹⁾	I	As co-executor for Estate of Joe Frank Sanderson

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

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(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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Employee Stock Options (Right to Buy)	\$ 11.387	03/08/2005		M	39,520	10/24/2003 ⁽²⁾	10/23/2012	Common Stock	39,520

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERSON JOE F JR 225 N. 13TH AVENUE	X		CEO, Chairman of Board	

P.O. BOX 988
LAUREL, MS 39440

Signatures

/s/ D. Michael Cockrell,
Attorney-in-Fact

03/09/2005

_____*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 Reporting Person disclaims beneficial ownership of these shares.

(2) Exercisable for a 10-year period, with vesting beginning on the date indicated, which is one year after the date of grant. Vesting continues thereafter at 25% per year on each anniversary date until fully vested.

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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