

Edgar Filing: SANDERSON WILLIAM R - Form 4/A

SANDERSON WILLIAM R
 Form 4/A
 January 09, 2002

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

FORM 4A
 AMENDMENT TO FORM 4
 ORIGINAL WAS NOT SIGNED

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(f) of the Investment Company Act of 1940

Check box if no longer subject of Section 16. Form 4 or Form 5 obligations
 may continue. See Instruction 1(b).

 1. Name and Address of Reporting Person*

Sanderson	William	R.
-----	-----	-----
(Last)	(First)	(Middle)

225 North 13th Avenue

 (Street)

Laurel	Mississippi	39440
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(City)	(State)	(Zip)

 2. Issuer Name and Ticker or Trading Symbol

SAFM

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

 4. Statement for Month/Year

January 2002

5. If Amendment, Date of Original (Month/Year)
 January 2002

6. Relationship of Reporting Person to Issuer
 (Check all applicable)

<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

Director of Marketing

7. Individual or Joint/Group Filing (Check applicable line)

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[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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$1.00 per share	1/03/02			320,000	D	\$20.42
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	1/03/02			117	A	
Common Stock par value \$1.00 per share						

The amount reported on Form 4 includes 2,854,672 shares of common stock beneficially owned by Mr. Sanderson as co-executor of the Estate of Joe Frank Sanderson, deceased. The co-executors share voting and investment power with respect to the 2,854,672 shares owned directly by the estate. The amount in the table also includes 150,604 shares owned directly by a private foundation established by Joe Frank Sanderson for which William R. Sanderson serves as a director, and as such, shares voting and investment power with the other directors of the foundation with respect to such shares. With respect to the 9,256 shares shown as indirect ownership by virtue of their allocation to Mr. Sanderson's account under the Employee Stock Ownership Trust established by Sanderson Farms, Inc. Mr. Sanderson has sole voting power over such shares, but the investment power in such shares are exercised by the trustees of the ESOP. This Form 4 includes 28,134 shares of common stock held by William R. Sanderson as custodian for his minor children over which he exercises sole voting and investment power.

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* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action 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)
				(A) (D)	Date Expira- tion	Amount or Number of Shares
Sanderson Farms, Inc. Common Stock	Various			None	Various	

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Explanation of Responses:

/s/ William R. Sanderson

January 09, 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.