

SANDERSON FARMS INC
 Form 4
 February 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
COCKRELL D MICHAEL

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)
127 FLYNT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Treasurer & CFO

LAUREL, MS 39443
 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2014		S		200	D	\$ 76.85
							79,449
Common Stock	02/28/2014		S		287	D	\$ 76.86
							79,162
Common Stock	02/28/2014		S		100	D	\$ 76.87
							79,062
Common Stock	02/28/2014		S		267	D	\$ 76.89
							78,795
Common Stock	02/28/2014		S		113	D	\$ 76.95
							78,682

Edgar Filing: SANDERSON FARMS INC - Form 4

Common Stock	02/28/2014	S	200	D	\$ 76.97	78,482	D
Common Stock	02/28/2014	S	120	D	\$ 76.99	78,362	D
Common Stock	02/28/2014	S	100	D	\$ 77.04	78,262	D
Common Stock	02/28/2014	S	187	D	\$ 77.05	78,075	D
Common Stock	02/28/2014	S	213	D	\$ 77.06	77,862	D
Common Stock	02/28/2014	S	100	D	\$ 77.08	77,762	D
Common Stock	02/28/2014	S	100	D	\$ 77.1	77,662	D
Common Stock	02/28/2014	S	100	D	\$ 77.12	77,562	D
Common Stock	02/28/2014	S	193	D	\$ 77.14	77,369	D
Common Stock	02/28/2014	S	7	D	\$ 77.17	77,362	D
Common Stock	02/28/2014	S	145	D	\$ 77.18	77,217	D
Common Stock	02/28/2014	S	48	D	\$ 77.21	77,169	D
Common Stock	02/28/2014	S	7	D	\$ 77.25	77,162	D
Common Stock	02/28/2014	S	100	D	\$ 77.29	77,062	D
Common Stock	02/28/2014	S	100	D	\$ 77.298	76,962	D
Common Stock	02/28/2014	S	200	D	\$ 77.3	76,762	D
Common Stock	02/28/2014	S	600	D	\$ 77.43	76,162	D
Common Stock	02/28/2014	S	500	D	\$ 77.435	75,662	D
Common Stock	02/28/2014	S	100	D	\$ 77.445	75,562	D
Common Stock	02/28/2014	S	100	D	\$ 77.45	75,462	D
	02/28/2014	S	300	D		75,162	D

Edgar Filing: SANDERSON FARMS INC - Form 4

Common Stock					\$	77.455		
Common Stock	02/28/2014		S	200	D	\$ 77.49	74,962	D
Common Stock	02/28/2014		S	600	D	\$ 77.5	74,362	D
Common Stock							4,409	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COCKRELL D MICHAEL 127 FLYNT ROAD LAUREL, MS 39443	X		Treasurer & CFO	

Signatures

/s/ D. Michael
Cockrell

02/28/2014

 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).

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.