Edgar Filing: SANDERSON FARMS INC - Form 4

	N FARMS INC												
Form 4	2012												
December 21										OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										3235-0287			
Check thi				8-	,					Expires:	January 31,		
if no longer subject to Section 16. Form 4 or				SEC	URI	ITIES				Estimated burden ho response.	urs per		
Form 5 obligation may cont <i>See</i> Instru 1(b).	¹⁸ Section 17(a action	a) of the		ility H	lold	ing Com	ipany	Act o	ge Act of 1934, of 1935 or Sectio 40	on			
(Print or Type R	Responses)												
COCKRELL D MICHAEL Sy			Symbol			Ticker or '		ıg	5. Relationship of Reporting Person(s) to Issuer				
			SANDERSON FARMS INC [SAFM]						(Check all applicable)				
(Last)	(Month/Da					insaction			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below)				
127 FLYNT ROAD			12/19/2012						Treasurer & CFO				
				ndment, Date Original hth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
LAUREL, N	AS 39443								Person	More than One F	Reporting		
(City)	(State)	(Zip)	Table	e I - No	n-De	erivative S	Securi	ities Ac	quired, Disposed o	f, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed fonth/Day/Year) Execution Date, if any (Month/Day/Year)			8)	4. Securi nAcquired Disposed (Instr. 3, Amount	l (A) c l of (D 4 and (A) or))	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	12/19/2012			G	v	200	D	\$ 0 (1)	84,579	D			
Common Stock									4,221	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.

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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)	4. Transact Code (Instr. 8)	5. iorNumber of Derivativ Securities Acquired (A) or	3	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
				Disposed						Trans
				of (D) (Instr. 3,						(Instr
				(Insu: 3, 4, and 5)						
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addre	ess	Re		
	Director	10% Owner	Officer	Other
COCKRELL D MICHAEL 127 FLYNT ROAD LAUREL, MS 39443	Х		Treasurer & CFO	
Signatures				
D. Michael Cockrell	12/21/2012			
**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 reported transaction was a gift. 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.