

SANDERSON FARMS INC
 Form 4/A
 February 07, 2014

FORM 4

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

OMB APPROVAL

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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)
12/30/2013

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)
12/31/2013

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 79,649 | D | |
| Common Stock | | | | | 4,409 ⁽²⁾ | 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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SEC 1474 (9-02)

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Performance Shares | (1) | 12/30/2013 | | A | 10,336 | (1) (1) | Common Stock 10,336 |

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

02/07/2014

**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).

- (1) The performance shares were awarded on November 1, 2011. The award entitled the Reporting Person to a number of shares of common stock based on the Issuer's level of achievement of performance measures over a two-year period ending October 31, 2013. The performance measures were return on equity and return on sales. On December 30, 2013, the Issuer's Compensation Committee determined that based on the Issuer's actual performance, the Reporting Person is entitled to the number of shares reported in Table II. The earned shares are subject to an additional one-year vesting period before they are issued and will vest, as long as the Reporting Person remains continuously employed with the Issuer (with some exceptions), on October 31, 2014.
- (2) Reflects allocations that were not available to be reported on the Reporting Person's previous ownership report.

Remarks:

This amended report is filed solely to correct the number of performance shares reported in the original report.

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This amended report does not reflect any changes in the Reporting Person's beneficial ownership that may have occurred after

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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