Edgar Filing: SANDERSON FARMS INC - Form 4

SANDERSON Form 4 February 14, 2		2									
FORM	Л										
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 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 20(b) of the Jacobian Company Act of 1940								Expires: Estimated a burden hou response	Estimated average burden hours per	
(Print or Type Re	sponses)										
LIVINGSTON PHIL K Symbol			r Name and Ticker or Trading ERSON FARMS INC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 127 FLYNT H	, <i>,</i>	(Middle)	3. Date of (Month/D 02/13/20	-	ansaction			_X_ Director Officer (give below)		Owner er (specify	
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Aca	Person uired, Disposed of	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial			
Common	02/13/2014			Code V A	Amount 2,300	(D) A	Price \$ 0 (1)	(Instr. 3 and 4) 17,434	D		
Stock Common Stock	02/13/2014			F	2,870	D	\$ 72.66	14,564	D		
Common Stock								1,867	I	By Spouse	

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

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number.

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			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			
LIVINGSTON PHIL K							
127 FLYNT ROAD	Х						
LAUREL, MS 39443							
Signatures							
/s/ D. Michael Cockrell, Attorney-in-Fact	02/14/2014						
**Signature of Reporting Person		Da	te				

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 grant by the Issuer of restricted stock. 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.