

SANDERSON WILLIAM R
Form 4/A
December 23, 2004

FORM 4

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

OMB APPROVAL

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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 *
SANDERSON WILLIAM R

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)
36 BRIAR CREEK CIRCLE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2004

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

LAUREL, MS 39440

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/22/2004

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|------------------|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | Code | V | Amount | | | | | |
| Common Stock | 12/20/2004 | | M | | 2,812 | A | \$ 12.3666 | 429,065 | D | |
| Common Stock | 12/20/2004 | | S | | 2,812 | D | \$ 41.25 | 426,253 | D | |
| Common Stock | | | | | | | | 15,648 | I | Allocated to Reporting Person's account in Issuer ESOP |
| Common Stock | | | | | | | | 42,201 | I ⁽¹⁾ | As custodian |

| | | | |
|-----------------|---------|--------------|---|
| Common Stock | 214,225 | I <u>(1)</u> | for minor children As co-executor for Estate of Joe Frank Sanderson |
|-----------------|---------|--------------|---|

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.

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 12.3666 | 12/20/2004 | | M | 2,812 | 07/25/2003 ⁽²⁾ 07/25/2012 | Common Stock | 2,812 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDERSON WILLIAM R 36 BRIAR CREEK CIRCLE LAUREL, MS 39440 | X | | | |

Signatures

/s/ D. Michael Cockrell,
Attorney-in-Fact

12/23/2004

 **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 Reporting Person disclaims beneficial ownership of these shares.
 - (2) Exercisable for a 10-year period, with vesting beginning on the date indicated, which was one year after the date of grant. Vesting continues thereafter at 25% per year on each anniversary date until fully vested.

Remarks:

This amended Form 4 is being filed to correct the transaction code for one of the reported transactions, to reflect a previously reported transaction in Table II as well as in Table I, and to correct the footnotes to the original Form 4.

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.