SANDERSON FARMS INC

Form 4 April 01, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations

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if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cooley Toni D			2. Issuer Name and Ticker or Trading Symbol SANDERSON FARMS INC [SAFM]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 127 FLYNT	(First)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2016					_X_ Director Officer (give below)		Owner er (specify	
LAUREL, N	4. If Amendment, Date Original Filed(Month/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 Person				
(City)	(State)	State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	3. Transactic Code (Instr. 8)	(A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	03/31/2016			A	245	A	\$ 90.18	22,225	D	
Common Stock	03/31/2016			A	61	A	\$ 0 (1)	22,286	D	

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 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and	8. Price of	9. Nu
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of	Derivative	Deriv
Security or Exercise any Code of (Month/Day/Year) Underlying	Security	Secui
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities	(Instr. 5)	Bene
Derivative Securities (Instr. 3 and 4)	Own
Security Acquired		Follo
(A) or		Repo
Disposed		Trans
of (D)		(Instr
(Instr. 3,		
4, and 5)		
Amour	nt .	
or		
Date Expiration Title Number	r	
Exercisable Date of	1	
Code V (A) (D) Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Cooley Toni D						
127 FLYNT ROAD	X					
LAUREL, MS 39443						

Signatures

/s/ D. Michael Cockrell, Attorney-in-Fact 04/01/2016

**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) Shares granted by the Issuer pursuant to the matching contribution provisions of the Issuer's Management Share Purchase Plan.

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.

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