## Edgar Filing: SANDERSON FARMS INC - Form 4

SANDERSON Form 4 February 15, 2	N FARMS INC 2013										
EODM	Л								OMB A	PPROVAL	
				ITIES AND EXCHANGE COMMISSI hington, D.C. 20549				COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT (			F CHANGES IN BENEFICIAL OW					NERSHIP OF	Expires:	January 31, 2005	
subject to STATEMENT OF CHARGE Section 16. Form 4 or				SECURITIES					Estimated a burden hou response	irs per	
Form 5 obligation: may contin <i>See</i> Instruct 1(b).	s Section 17	(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40			
(Print or Type Ro	esponses)										
RITTER CHARLES W JR Symbol SANDE			r Name <b>and</b> Ticker or Trading ERSON FARMS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[SAFM]	SAFM]				()			
(Last)         (First)         (Middle)         3. Date of           127 FLYNT ROAD         02/14/20			-			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) 4. If Amer			ndment, Date Original nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
LAUREL, M	IS 39443							Form filed by N Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if 3) any		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesIBeneficially0OwnedI	6. Ownership Form: Direct (D) or (Indirect (I) (Instr. 4)	Indirect Beneficial			
Common				Code V		or (D)	Price \$ 0	(Instr. 3 and 4)			
Stock	02/14/2013			А	2,300	А	$\frac{(1)}{(1)}$	41,165	D		

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.

 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)	Code	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RITTER CHARLES W JR 127 FLYNT ROAD LAUREL, MS 39443	Х						
Signatures							
/s/ D. Michael Cockrell, Attorney-in-Fact	02/14/2013						
**Signature of Reporting Person		Dat	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.