### Edgar Filing: SANDERSON FARMS INC - Form 4

SANDERSO Form 4 July 02, 2014	N FARMS IN	С									
FORM A									OMB APPROVAL		
. •	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er <b>STATE</b> 5. Filed p <sup>s</sup> Section 1	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 Investment Company Act of 1940								Expires:January 312005Estimated averageburden hours perresponse0.5	
(Print or Type R	esponses)										
MOONEY DIANNE Sy SA			Symbol	SANDERSON FARMS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/I				of Earliest Transaction /Day/Year) 2014				X_ Director10% Owner Officer (give titleOther (specify below)below)			
				ndment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)		on Date, if	Code (D)				Securities Beneficially ( Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
-				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	06/30/2014			А	106	А	\$ 97.2	9,050	D		
Common Stock	06/30/2014			А	26	А	\$ 0 (1)	9,076	D		
Common Stock	06/30/2014			F	68	D	\$ 97.2	9,008	D		

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**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MOONEY DIANNE 127 FLYNT ROAD LAUREL, MS 39443	Х						
Signatures							
/s/ D. Michael Cockrell, Attorney-in-Fact	07/02/2014						
**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) 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.