Edgar Filing: SANDERSON FARMS INC - Form 4

SANDERSO Form 4 February 13,	N FARMS INC 2015									
FORM	1 4									PPROVAL
	UNITED	STATES		ITIES Al hington,			NGE (COMMISSION	OMB Number:	3235-0287
Subject to Section 16. Form 4 or		F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchang						Expires: Estimated a burden hou response	irs per	
obligation may conti <i>See</i> Instru 1(b).	^{1s} Section 17	(a) of the		ility Hold	ing Com	ipany	Act o	f 1935 or Sectio	n	
(Print or Type R	(esponses)									
Cooley Toni D Symbol			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)		
(Month/D			-			_X_Director10% Owner Officer (give titleOther (specify below)below)				
			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 			
								Person		
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)))	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial
Common Stock	02/12/2015			Code V A	Amount 2,300	or	Price \$ 0 (1)	Transaction(s) (Instr. 3 and 4) 23,089	D	
Domindor Dom	ort on a concrata lin	a for each a	less of soor	itias hanafi	aially area	ad dim	aatlu or	indiractly		

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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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			
Cooley Toni D 127 FLYNT ROAD LAUREL, MS 39443	Х						
Signatures							
/s/ D. Michael Cockrell, Attorney-in-Fact	02/13/2015						
**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.