Edgar Filing: SANDERSON FARMS INC - Form 4

SANDERSO Form 4 April 04, 200	N FARMS INC										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5		
if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 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 20(b) of the Investment Company Act of 1940 										
	dress of Reporting P	erson <u>*</u>	2. Issuer	Name and	Ticker or '	Tradir	ıg	5. Relationship of	Reporting Per	son(s) to	
RITTER CHARLES W JR			Symbol SANDERSON FARMS INC [SAFM]					Issuer (Check all applicable)			
(Mo			3. Date of (Month/Date) (Month/	•	ansaction			X Director 10% Owner Officer (give title Other (specify below) below)			
				mendment, Date Original ⁄Ionth/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
LAUREL, M	IS 39443							Form filed by M Person	Iore than One Re	eporting	
(City)	(State) (Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date, it tr. 3) any		n Date, if	 3. 4. Securities Acquired f Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or 				SecuritiesIBeneficiallyOwned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	03/31/2006			Code V A	Amount 603	(D) A	Price \$ 22.4	22,293	D		
Common Stock	03/31/2006			A	150	A	\$ 0 (1)	22,443	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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	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		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
RITTER CHARLES W JR 127 FLYNT ROAD LAUREL, MS 39443	Х							
Signatures								
/s/ D. Michael Cockrell, Attorney-in-Fact	04/04/2006							
**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) 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.