Edgar Filing: SANDERSON FARMS INC - Form 4

SANDERSO	N FARMS INC										
Form 4 April 04, 200	6										
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type R	esponses)										
BAKER JOHN H III Sy Sz			2. Issuer Name and Ticker or Trading Symbol SANDERSON FARMS INC [SAFM]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/E 127 FLYNT ROAD 03/31/2				-				X Director Officer (give below)	Director 10% Owner fficer (give title Other (specify below)		
				ndment, Date Original th/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 M Person	Nore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ities Acc	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership7. Nature ofForm: DirectIndirect(D) orBeneficialIndirect (I)Ownership(Instr. 4)(Instr. 4)		
Common Stock	03/31/2006			A	1,027	A	\$ 22.4	18,197	D		
Common Stock	03/31/2006			А	256	А	\$ 0 (1)	18,453	D		
Common Stock								2,250 <u>(2)</u>	I	By trust for benefit of wife.	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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1

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying ies	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title M	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
BAKER JOHN H III 127 FLYNT ROAD LAUREL, MS 39443	Х						
Signatures							
/s/ D. Michael Cockrell, Attorney-in-Fact	04/04/2006						
**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.

(2) The Reporting Person disclaims beneficial ownership of these shares.

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.