

SANDERSON FARMS INC  
 Form 4  
 February 28, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COCKRELL D MICHAEL**

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)  
**127 FLYNT ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/28/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Treasurer & CFO**

**LAUREL, MS 39443**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2014		S		200	D	\$ 76.85 79,449
Common Stock	02/28/2014		S		287	D	\$ 76.86 79,162
Common Stock	02/28/2014		S		100	D	\$ 76.87 79,062
Common Stock	02/28/2014		S		267	D	\$ 76.89 78,795
Common Stock	02/28/2014		S		113	D	\$ 76.95 78,682

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Common Stock	02/28/2014	S	200	D	\$ 76.97	78,482	D
Common Stock	02/28/2014	S	120	D	\$ 76.99	78,362	D
Common Stock	02/28/2014	S	100	D	\$ 77.04	78,262	D
Common Stock	02/28/2014	S	187	D	\$ 77.05	78,075	D
Common Stock	02/28/2014	S	213	D	\$ 77.06	77,862	D
Common Stock	02/28/2014	S	100	D	\$ 77.08	77,762	D
Common Stock	02/28/2014	S	100	D	\$ 77.1	77,662	D
Common Stock	02/28/2014	S	100	D	\$ 77.12	77,562	D
Common Stock	02/28/2014	S	193	D	\$ 77.14	77,369	D
Common Stock	02/28/2014	S	7	D	\$ 77.17	77,362	D
Common Stock	02/28/2014	S	145	D	\$ 77.18	77,217	D
Common Stock	02/28/2014	S	48	D	\$ 77.21	77,169	D
Common Stock	02/28/2014	S	7	D	\$ 77.25	77,162	D
Common Stock	02/28/2014	S	100	D	\$ 77.29	77,062	D
Common Stock	02/28/2014	S	100	D	\$ 77.298	76,962	D
Common Stock	02/28/2014	S	200	D	\$ 77.3	76,762	D
Common Stock	02/28/2014	S	600	D	\$ 77.43	76,162	D
Common Stock	02/28/2014	S	500	D	\$ 77.435	75,662	D
Common Stock	02/28/2014	S	100	D	\$ 77.445	75,562	D
Common Stock	02/28/2014	S	100	D	\$ 77.45	75,462	D
	02/28/2014	S	300	D		75,162	D

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Common Stock					\$					
					77.455					
Common Stock	02/28/2014		S	200	D	\$ 77.49	74,962		D	
Common Stock	02/28/2014		S	600	D	\$ 77.5	74,362		D	
Common Stock							4,409		I	Allocated to Reporting Person's Account in Issuer ESOP.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COCKRELL D MICHAEL 127 FLYNT ROAD LAUREL, MS 39443	X		Treasurer & CFO	

## Signatures

/s/ D. Michael  
Cockrell

02/28/2014

\*\*Signature of Reporting  
Person

Date

## 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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