

SANDERSON FARMS INC

Form 4

November 02, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RIGNEY TIM**

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)  
**10/31/2016**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Controller/Secretary

**LAUREL, MS 39443**

4. If Amendment, Date Original  
Filed(Month/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-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 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)
Common Stock	10/31/2016		M	1,500 A	\$ 0 <sup>(1)</sup> 8,449	D	
Common Stock	10/31/2016		F	643 D	\$ 89.98 7,806	D	
Common Stock					2,757.1825	I	Allocated to Reporting Person's Account in Issuer ESOP

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Common Stock 33.0805 I By 401(k) Plan

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 (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. Amount or Number of Shares
Performance Shares	<u>(1)</u>	10/31/2016		M	1,500	<u>(1)</u> <u>(1)</u>	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RIGNEY TIM 127 FLYNT ROAD LAUREL, MS 39443	Controller/Secretary

## Signatures

/s/ D. Michael Cockrell,  
Attorney-in-Fact 11/02/2016

\*\*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).

- (1) The reported transaction was the vesting of performance shares that were awarded on November 1, 2013. The award entitled the Reporting Person to a number of shares of common stock based on the Issuer's level of achievement of performance measures over a two-year period ending October 31, 2015. The performance measures were return on equity and return on sales. On December 30, 2015, the Issuer's Compensation Committee determined that based on the Issuer's actual performance, the Reporting Person was entitled to the number of shares reported in Table II. However, the Reporting Person's performance share agreement provided that the earned shares

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would not be issued unless the Reporting Person was employed by the Issuer (with some exceptions) for an additional one-year vesting period ending on October 31, 2016. That condition has now been met.

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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