## SANDERSON JOE F JR Form 4 January 08, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Section 30(f) of the Investment Company Act of 1940									
[_]	[_] Check box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).								
1.	Name and Address of Reporting	ng Person*							
Sanderson		Joe, Jr.		F.					
(	Last)	(First)		(Middle)					
P. 0	. Box 988								
		(Street)							
Laurel		Mississipp	i	39441-0988					
(	City)	(State)		(Zip)					
2.	2. Issuer Name and Ticker or Trading Symbol								
SAFM									
3.	IRS Identification Number of Reporting Person, if an Entity (Voluntary)								
428-	86-1873								
4.	Statement for Month/Year								
	January 2002								
5.	If Amendment, Date of Original (Month/Year)								
6.	Relationship of Reporting Po (Check all applicable)	erson to Issuer							
	[X] Director [X] Officer (give title be.			10% Owner Other (specify below)					
Pres	ident & Chief Executive Offic	cer							

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Re [_] Form filed by more		rson						
	Table I Non-Derivative Securities Acquired, Disposed of,  or Beneficially Owned							
		3. Transaction	4. Securities Disposed of (Instr. 3,	)  .) Price				
1. Title of Security (Instr. 3)	Date	Code (Instr. 8)  Code V	- Amount o					
Common Stock, par value \$1.00 per share	1/03/02		320,000	D 	\$20.40 2	,		
Common Stock, par value \$1.00 per share								
Common Stock, par value \$1.00 per share			673	А				
Common Stock, par value \$1.00 per share						_		
Common Stock, par value \$1.00 per share						_		
(1) As co-executor of the Estawas appointed and qualified as Sanderson on 1/21/98.  (2) Allocated to the account (3) By private charitable found director.	s a co-executor of the of Joe F. Sanderson,	e Estate of Jo Jr. in the Com	e Frank pany's ESOP.			_		
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						_		
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $<sup>^\</sup>star$  \_\_\_\_ If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

\_\_\_\_\_\_

	2. Conversion or Exercise	3.	Code (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative		Trans- action Date (Month/				(Month/D	ay/Year)  Expira-		Amount or Number
Security (Instr. 3)	Secur- ity	Day/ Year)	Code V	(A)	(D)	Exer- cisable	tion Date	Title	of Shares
Incentive Stock Options		7/24/97				(1)	7/24/07	Common Stock	60,000
Incentive Stock Options		6/18/98				(2)	4/23/08	Common Stock	60,000
Phantom Stock Options		4/21/00				(3)	4/21/10	Common Stock	75 <b>,</b> 000
		.=======	.=======	.======					

Explanation of Responses:

(1) Exercisable for 10-year period, vesting begins at 25% on 7/24/98, the end of the first year, and continues at 25% per year until fully vested. (2) Exercisable for 10-year period, vesting begins at 25% on 4/23/99, the end of thefirst year, and continues at 25% per year until fully vested. (3) Exercisable for 10-year period, vesting begins at 25% pm 4/21/01, the end of the first year, and continues at 25% per year until fully vested.

January 3, 2002

\*\*Signature of Reporting Person

Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.