

Sanfilippo James J
Form 4
March 28, 2012

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 *
Sanfilippo James J

2. Issuer Name **and** Ticker or Trading
Symbol
SANFILIPPO JOHN B & SON INC
[JBSS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1950 PRATT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2012

____ Director ____X__ 10% Owner
____ Officer (give title below) ____X__ Other (specify below)
Member of 13(d) Group

ELK GROVE VILLAGE, IL 60007

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)
Class A - Common Stock	03/26/2012		J	Amount (1) 32,609	A \$ 0 32,609	D	
Class A - Common Stock	03/26/2012		J	Amount (2) 44,044	A \$ 0 76,653	D	
Class A - Common Stock	03/26/2012		S	Amount (3) 74,315	D \$ 11.14 2,338	D	
Class A - Common					1,385,231 (5)	I	As Co-Trustee

Edgar Filing: Sanfilippo James J - Form 4

Stock

of Family
Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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

Sanfilippo James J
1950 PRATT
ELK GROVE VILLAGE, IL 60007

X

Member of 13(d) Group

Signatures

/s/Herbert J. Marros as Power of
Attorney

03/28/2012

**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 reporting person acquired beneficial ownership of the shares as a result of the dissolution of the James J. Sanfilippo Trust, dated September 26, 1991 for which Jasper B. Sanfilippo was the sole Trustee.

(2) The reporting person acquired beneficial ownership of the shares as a result of the dissolution of the James J. Sanfilippo Irrevocable Trust, dated October 6, 2006 for which James J. Sanfilippo was the Co-Trustee and beneficiary.

Edgar Filing: Sanfilippo James J - Form 4

- Class A Common Stock sold pursuant to a written agreement between the reporting person and several of his family members. Under the
- (3) agreement, the reporting person sold (and the family members purchased) shares of Class A Common Stock of John B. Sanfilippo & Son, Inc. (the Company) equal to the number of shares of Common Stock of the Company sold by his family members.

The sale price for each share of Class A Common Stock is \$11.14. This represents the highest price received by any of Jasper B.

- (4) Sanfilippo, Marian Sanfilippo, Jeffrey T. Sanfilippo, John E. Sanfilippo and the Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006, for the sales of Common Stock of the Company as previously reported by each of the above individuals.

- (5) The shares are held in the name of the Sanfilippo Family 1999 Generation-Skipping Trust Agreement, dated December 31, 1999, for which the reporting person is a Co-Trustee and (as a descendent of Marian Sanfilippo) a beneficiary.

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.