

SANDERSON FARMS INC
 Form 4
 November 02, 2016

FORM 4

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

OMB APPROVAL

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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 *
 SANDERSON JOE F JR

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, P.O. BOX 988
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO, Chairman of the Board

LAUREL, MS 39443

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

(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 (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 | 10/31/2016 | | M | 65,000 A \$ 0 (1) | 777,569 | D | |
| Common Stock | | | | | 9,808 | I | By spouse. |
| Common Stock | | | | | 99,027.1822 | I | Allocated to Reporting Person's account in Issuer ESOP. |

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

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(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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Performance Shares | (1) | 10/31/2016 | | M | 65,000 | (1) (1) | Common Stock | 65,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDERSON JOE F JR 127 FLYNT ROAD P.O. BOX 988 LAUREL, MS 39443 | X | | CEO, Chairman of the Board | |

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).

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, (1) 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 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. 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.