

SANDERSON FARMS INC
 Form 4
 May 24, 2005

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 *
 SANDERSON WILLIAM R

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

36 BRIAR CREEK CIRCLE

(Street)

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

LAUREL, MS 39440

(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)
Common Stock	05/20/2005		G ⁽¹⁾	V 120,000 D	\$ 0 (2) 244,902 (3)	D	
Common Stock	05/20/2005		G ⁽¹⁾	V 120,000 A	\$ 0 (2) 120,000 (1)	I	By Sanderson Investments, LP
Common Stock					42,201 (4)	I	As custodian for minor children
Common Stock					28,225 (4)	I	As co-executor

for Estate of
Joe Frank
Sanderson

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)	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
SANDERSON WILLIAM R 36 BRIAR CREEK CIRCLE LAUREL, MS 39440		X		

Signatures

/s/ D. Michael Cockrell,
Attorney-in-Fact

05/24/2005

**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) Transfer of shares to Sanderson Investments, LP, a limited partnership of which the Reporting Person is the sole limited partner and of which WRS Management, LLC, of which the Reporting Person and his spouse are the only members, is the sole general partner. The Reporting Person disclaims beneficial ownership of the shares held by Sanderson Investments, LP except to the extent of his pecuniary interest therein.

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- (2) The reported transaction was a gift. Thus, there is no price.

Reflects a distribution of 15,649 shares of the common stock of Sanderson Farms from his ESOP account on March 15, 2005. The

- (3) distribution represents a change in the form of beneficial ownership of the 15,649 shares previously held in the Reporting Person's ESOP account and the distribution was not reportable on Form 4 pursuant to Rule 16a-13. The distributed shares are shown on this report as now directly beneficially owned by the Reporting Person.

- (4) The Reporting Person disclaims beneficial ownership of these shares.

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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