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SANFILIPPO JOHN B & SON INC

Form 4

December 19, 2008

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

OMB APPROVAL OMB 3235-0287

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Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

Class A -

Common

Class A -

Common

Class A -

Common

Stock

Stock

Stock

12/17/2008

12/17/2008

(Print or Type Responses)

	Address of Reporting I	Symbol	ILIPPO JOHN B &	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1703 N. RA	(First) (MANDALL ROAD		of Earliest Transaction /Day/Year) 2008	_X_ Director _X_ Officer (give below)	X 10% title Other below) CEO	Owner or (specify	
	(Street)		nendment, Date Original onth/Day/Year)		6. Individual or Jo Applicable Line) _X_ Form filed by O	oint/Group Filin	<u>.</u>
ELGIN, IL 60123-7820					Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Ta	ble I - Non-Derivative S	ecurities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, it any (Month/Day/Year	Transaction(A) or Disp Code (Instr. 3, 4	` ′	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)

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

S

S

692,615 D

692,616 D

By Family

By Family

By Family

Trust

Trust

Trust

 $I^{(1)}$

 $I^{(2)}$

 $I^{(3)}$

44,044

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SANFILIPPO JEFFREY T						
1703 N. RANDALL ROAD	X	X	CEO			
ELGIN, IL 60123-7820						

Signatures

/s/Michael J. Valentine as Power of Attorney 12/19/2008

**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) Shares held by Reporting Person as Co-Trustee of the Irrevocable GRAT of Marian R. Sanfilippo, dated December 5, 2007.
- (2) Shares held by Reporting Person as Co-Trustee of the Irrevocable GRAT of Jasper B. Sanfilippo, dated December 5, 2007.
- (3) Shares held by Reporting Person as Co-Trustee of the Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006.

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.

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