

Edgar Filing: SANDERSON FARMS INC - Form 5

SANDERSON FARMS INC
Form 5
January 28, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL 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(h) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Sanderson William R.

(Last) (First) (Middle)

P. O. Box 988

(Street)
Laurel Mississippi 39441

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Sanderson Farms, Inc. (SAFM)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

October 31, 2002

5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
				Amount	(A) or (D)	Price
Common Stock						
Common Stock						
Common Stock						
Common Stock	4/03/02		M4	7,500	A	\$15.00
Common Stock	4/03/02		S4	7,500	D	\$26.77
Common Stock						
Common Stock						

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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

(1)The amount reported on Form 4 includes 2,399,672 shares of common stock beneficially owned by Mr. Sanderson as co-executor of the Estate of Joe Frank Sanderson, deceased. The co-executors share voting and investment power with respect to the 2,399,672 shares owned directly by the Estate. The amount in the table also includes 147,143 shares owned directly by a private foundation established by Joe Frank Sanderson for which William R. Sanderson serves as a director, and as such, shares voting and investment power with the other directors of the foundation with respect to such shares. With respect to the 9,610 shares shown as indirect ownership by virtue of their allocation to Mr. Sanderson's account under the Employee Stock Ownership Trust established by Sanderson Farms, Inc. Mr. Sanderson has sole voting power over such shares, but the investment power in such shares are exercised by the trustees of the ESOP. This Form 4 includes 28,134 shares of common stock held by William R. Sanderson as custodian for his minor children over which he exercises sole voting and investment power.

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Employee Stock Options (Right to Buy)	\$15.00		M4	7,500	7/24/98		Common Stock	7,500
Employee Stock Options (Right to Buy)	\$15.00	7/24/97	A	7,500	7/24/98	7/23/07	Common Stock	7,500
Employee Stock Options (Right to Buy)	\$13.00	4/23/98	A	2,500	4/23/99	4/22/08	Common Stock	2,500
Employee Stock Options (Right to Buy)	\$ 7.46875	4/22/00	A	7,500	4/22/01	4/21/10	Common Stock	7,500
Employee Stock Options (Right to Buy)	\$ 7.188	5/01/00	A	7,500	5/01/01	4/30/10	Common Stock	7,500
Employee Stock Options (Right to Buy)	\$11.00	4/27/01	A	7,500	4/27/02	4/26/11	Common Stock	7,500
Employee Stock Options (Right to Buy)	\$18.55	7/25/02	A	7,500	7/25/03	7/24/12	Common Stock	7,500

Explanation of Responses:

/s/William R. Sanderson

January 28, 2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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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.