

SANDERSON FARMS INC  
 Form 4  
 May 24, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 <sup>(1)</sup>               | V 120,000 D   | \$ 0<br>(2) 244,902 (3)   | D  |   |
| Common Stock                    | 05/20/2005                           |  | G <sup>(1)</sup>               | V 120,000 A   | \$ 0<br>(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.

**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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SANDERSON WILLIAM R<br>36 BRIAR CREEK CIRCLE<br>LAUREL, MS 39440 |               | X         |         |       |

## Signatures

/s/ D. Michael Cockrell, 05/24/2005  
Attorney-in-Fact

\*\*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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