

SANDERSON FARMS INC  
 Form 4  
 March 20, 2007

**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 \*  
**COCKRELL D MICHAEL**

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/16/2007

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/16/2007		M	A	\$ 7.4	41,712	D
Common Stock	03/16/2007		M	A	\$ 12.37	48,899	D
Common Stock	03/16/2007		S	D	\$ 34.11	39,699	D
Common Stock	03/19/2007		S	D	\$ 34.1	38,899	D
Common Stock						3,162 <sup>(1)</sup>	I Allocated to Reporting

Persons  
account in  
Issuer  
ESOP

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.**

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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
Employee Stock Option (Right to Buy)	\$ 7.4	03/16/2007		M	2,813	04/27/2002 <sup>(2)</sup> 04/26/2011	Common Stock	2,813
Employee Stock Option (Right to Buy)	\$ 12.37	03/16/2007		M	7,187	07/25/2003 <sup>(2)</sup> 07/24/2012	Common Stock	7,187

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COCKRELL D MICHAEL 127 FLYNT ROAD LAUREL, MS 39443	X		Treasurer & CFO	

## Signatures

/s/ D. Michael  
Cockrell

03/20/2007

\*\*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) Reflects allocations made since the date of the Reporting Person's last report.
  - (2) Exercisable for a 10-year period, with vesting beginning on the date indicated, which was one year after the date of grant. Vesting continues thereafter at 25% per year on each anniversary date until fully vested.

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.