

SANDERSON FARMS INC

Form 4

December 31, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
12/30/2014

☐ 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 Indirect Beneficial Ownership (Instr. 4)
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Common
Stock

80,676 D

Common
Stock

4,645 ⁽²⁾ I

Allocated to
Reporting
Person's
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**

SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Shares	(1)	12/30/2014		A	17,500	(1) (1)	Common Stock 17,500

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 12/31/2014

__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) The performance shares were awarded on November 1, 2012. The award entitled the Reporting Person to a number of shares of common stock based on the Issuer's level of achievement of performance measures over a two-year period ending October 31, 2014. The performance measures were return on equity and return on sales. On December 30, 2014, the Issuer's Compensation Committee determined that based on the Issuer's actual performance, the Reporting Person is entitled to the number of shares reported in Table II. The earned shares are subject to an additional one-year vesting period before they are issued and will vest, as long as the Reporting Person remains continuously employed with the Issuer (with some exceptions), on October 31, 2015.

- (2) Reflects allocations that were not available to be reported on the Reporting Person's previous ownership report.

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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