

SANDERSON FARMS INC
 Form 4
 May 24, 2005

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 *
 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 ⁽¹⁾	V 120,000 D	\$ 0 (2) 244,902 (3)	D	
Common Stock	05/20/2005		G ⁽¹⁾	V 120,000 A	\$ 0 (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

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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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