

SANDERSON FARMS INC
Form 4
August 30, 2007

FORM 4

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

OMB APPROVAL

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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 *
BAKER JOHN H III

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)
08/29/2007

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

LAUREL, MS 39443

(City) (State) (Zip)

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

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	08/29/2007		P		300 A \$ 39.49	20,808	D
Common Stock	08/29/2007		P		2,117 A \$ 39.5	22,925	D
Common Stock	08/29/2007		P		200 A \$ 39.56	23,125	D
Common Stock	08/29/2007		P		100 A \$ 39.59	23,225	D
Common Stock	08/29/2007		P		100 A \$ 39.62	23,325	D

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Common Stock	08/29/2007	P	100	A	\$ 39.63	23,425	D	
Common Stock	08/29/2007	P	400	A	\$ 39.64	23,825	D	
Common Stock	08/29/2007	P	100	A	\$ 39.67	23,925	D	
Common Stock	08/29/2007	P	100	A	\$ 39.7	24,025	D	
Common Stock	08/29/2007	P	400	A	\$ 39.65	24,425	D	
Common Stock	08/29/2007	P	100	A	\$ 39.68	24,525	D	
Common Stock	08/29/2007	P	100	A	\$ 39.69	24,625	D	
Common Stock	08/29/2007	P	883	A	\$ 39.72	25,508	D	
Common Stock	08/29/2007	P	200	A	\$ 39.81	25,708	D	
Common Stock	08/29/2007	P	100	A	\$ 39.85	25,808	D	
Common Stock	08/29/2007	P	200	A	\$ 39.87	26,008	D	
Common Stock	08/29/2007	P	100	A	\$ 39.89	26,108	D	
Common Stock	08/29/2007	P	300	A	\$ 39.93	26,408	D	
Common Stock	08/29/2007	P	300	A	\$ 39.94	26,708	D	
Common Stock	08/29/2007	P	400	A	\$ 39.95	27,108	D	
Common Stock	08/29/2007	P	300	A	\$ 39.96	27,408	D	
Common Stock	08/29/2007	P	200	A	\$ 39.99	27,608	D	
Common Stock	08/29/2007	P	2,900	A	\$ 40	30,508	D	
Common Stock						2,250 ⁽¹⁾	I	By trust for benefit of wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER JOHN H III 127 FLYNT ROAD LAUREL, MS 39443		X		

Signatures

/s/ D. Michael Cockrell, Attorney
In Fact 08/30/2007
**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) 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. 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.