#### SANFILIPPO JOHN B & SON INC

Form 4

February 23, 2012

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

**OMB** Number:

Form filed by More than One Reporting

3235-0287

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January 31, Expires: 2005

**OMB APPROVAL** 

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SANFILIPPO JASPER BRIAN JR Issuer Symbol SANFILIPPO JOHN B & SON INC (Check all applicable) [JBSS] 3. Date of Earliest Transaction (Last) (First) (Middle) \_X\_\_ Director X\_\_ 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 1703 N. RANDALL ROAD 02/21/2012 COO, President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

ELGIN, IL 60123-7820

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price 5,531 Common \$ 02/21/2012 S D  $14,000^{(2)}$ D (1) 10.7955 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: SANFILIPPO JOHN B & SON INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Owne
	Security				Acquired	Acquired				Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	nount	
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						Date Expiration	Or Title Nove	no la cu		
						Exercisable	Exercisable Date		mber	
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SANFILIPPO JASPER BRIAN JR						
1703 N. RANDALL ROAD	X	X	COO, President			
ELGIN, IL 60123-7820						

### **Signatures**

/s/Herbert J. Marros as Power of
Attorney 02/23/2012

\*\*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).
- The reporting person above sold the shares of Common Stock listed herein pursuant to a written agreement between James J. Sanfilippo and the reporting person, among others. Under the agreement, the reporting person sold shares of Common Stock of John B. Sanfilippo & Son, Inc. (the Company) under Rule 144 of the Securities Act of 1933, and with the proceeds of such sale will purchase or cause to be purchased, an equal number of shares of Class A Common Stock of the Company from James J. Sanfilippo.
- As a result of the transactions described herein, the reporting person will own the same number of shares of common equity (defined as the total combined number of shares of Class A Common Stock and Common Stock) of the Company as owned prior to this filing.

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.

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