

Edgar Filing: SANDERSON WILLIAM R - Form 4/A

[X] 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$1.00 per share	1/03/02			320,000	D	\$20.42
Common Stock, par value \$1.00 per share						
Common Stock par value \$1.00 per share						
Common Stock par value \$1.00 per share						
Common Stock par value \$1.00 per share	1/03/02			117	A	
Common Stock par value \$1.00 per share						

The amount reported on Form 4 includes 2,854,672 shares of common stock beneficially owned by Mr. Sanderson as co-executor of the Estate of Joe Frank Sanderson, deceased. The co-executors share voting and investment power with respect to the 2,854,672 shares owned directly by the estate. The amount in the table also includes 150,604 shares owned directly by a private foundation established by Joe Frank Sanderson for which William R. Sanderson serves as a director, and as such, shares voting and investment power with the other directors of the foundation with respect to such shares. With respect to the 9,256 shares shown as indirect ownership by virtue of their allocation to Mr. Sanderson's account under the Employee Stock Ownership Trust established by Sanderson Farms, Inc. Mr. Sanderson has sole voting power over such shares, but the investment power in such shares are exercised by the trustees of the ESOP. This Form 4 includes 28,134 shares of common stock held by William R. Sanderson as custodian for his minor children over which he exercises sole voting and investment power.

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Explanation of Responses:

/s/ William R. Sanderson

January 09, 2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.