

Edgar Filing: SANDERSON FARMS INC - Form 5

SANDERSON FARMS INC
Form 5
January 17, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Butts Lampkin

(Last) (First) (Middle)

P. O. Box 988

(Street)
Laurel Mississippi 39441

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Sanderson Farms, Inc. (SAFM)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

October 31, 2002

5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Vice President - Sales

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
				Amount	(A) or (D)	Price
Common Stock	1/09/02		M4	7,500	A	\$10.875
Common Stock	1/09/02		S4	7,500	D	\$20.10
Common Stock	2/28/02		M4	5,000	A	\$15.00
Common Stock	2/28/02		S4	5,000	D	\$25.50
Common Stock	7/02/02		M4	10,000	A	\$15.00
Common Stock	7/02/02		S4	10,000	D	\$25.25
Common Stock	7/09/02		M4	3,750	A	\$ 7.188
Common Stock	7/09/02		M4	1,250	A	\$11.10
Common Stock						
Common Stock						

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Common Stock

(1) Mr. Butts is one of three trustees of the Employee Stock Ownership Plan and Trust of Sanderson Farms, Inc. and Affiliates ("ESOP"), which is the record owner of 1,231,618 shares of common stock of the Company. As such, Mr. Butts, in his capacity as a trustee of the ESOP, shares with the other trustees investment power with respect to those shares of common stock and therefore is deemed to beneficially own, under applicable regulations of the Securities and Exchange Commission, the shares of common stock owned of record by the ESOP. Pursuant to Rule 13d-4 of the Exchange Act, Mr. Butts disclaims beneficial ownership of the common stock owned of record by the ESOP, except for the 24,161 shares allocated to his personal account thereunder as a participant in the plan, over which shares Mr. Butts exercises sole voting power, but shares with the other trustees investment power with respect to such shares.

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Exer- cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$10.875	7/25/96		A	7,500	7/25/97* 7/24/02	Common Stock 7,500
Employee Stock Option (Right to Buy)	\$15.00	7/24/97		A	15,000	7/24/98* 7/23/07	Common Stock 15,000
Employee Stock							

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Option (Right to Buy)	\$13.00	4/23/98	A	15,000	4/23/99* 4/22/98	Common Stock	15,000
Phantom Stock Rights	\$ 7.46875	4/22/00	A	18,000	4/22/01* 4/21/10	Common Stock	18,000
Employee Stock Option (Right to Rights)	\$ 7.188	5/01/00	A	7,500	5/01/01* 4/30/10	Common Stock	7,500
Employee Stock Option (Right to Rights)	\$ 7.188	7/09/02	M4	3,750	5/01/01* 4/30/10	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$11.10	4/27/01	A	7,500	4/27/02* 4/26/11	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$11.10	7/09/02	M4	1,250	4/27/02* 4/26/11	Common Stock	1,250
Employee Stock Option (Right to Buy)	\$18.55	7/25/02	A	18,000	7/25/03* 7/24/12	Common Stock	18,000

Explanation of Responses:

*25% of the options or rights vest on the date indicated, and an additional 25% vest each year thereafter until fully vested.

/s/Lampkin Butts

January 17, 2003

**Signature of Reporting Person

Date

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** 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.