

SANDERSON JOE F JR
Form 4
December 28, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 JOE F JR

2. Issuer Name and Ticker or Trading Symbol
SANDERSON FARMS INC
[SAFM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Chairman of Board

(Last) (First) (Middle)
225 N. 13TH AVENUE, P.O. BOX 988
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2006

LAUREL, MS 39440

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

(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		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)		
			Code	V	Amount	(A) or (D)				Price	
Common Stock	08/22/2006		W			28,225 (1)	D	\$ 0 (2)	0	I	As co-executor for Estate of Joe Frank Sanderson
Common Stock	08/22/2006		W			7,057	A	\$ 0 (2)	1,098,161	D	
Common Stock	12/18/2006		G	V		9,633	D	\$ 0 (3)	1,088,528	D	
Common Stock	12/20/2006		G	V		5,809	D	\$ 0	1,082,719	D	

Stock	(3)			
Common Stock	84,257 (4)	I	Allocated to Reporting Person's account in Issuer ESOP	
Common Stock	9,808 (1)	I	By spouse	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Nu
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANDERSON JOE F JR 225 N. 13TH AVENUE P.O. BOX 988 LAUREL, MS 39440	X CEO, Chairman of Board

Signatures

/s/ D. Michael Cockrell, Attorney-in-Fact
12/28/2006

**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.
- (2) The reported transaction reflects the distribution of shares from the Estate of Joe Frank Sanderson to its heirs. Consequently, there was no price. This transaction is exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-5.
- (3) The reported transaction consisted of gifts of common stock. Thus, there is no price.
- (4) Reflects allocations made in 2006 and not previously reported.

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.