

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-17** | Period of Report: **2012-12-19**
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ISSUER

SANDERSON FARMS INC

CIK: **812128** | IRS No.: **640615843** | State of Incorporation: **MS** | Fiscal Year End: **1031**
SIC: **2015** Poultry slaughtering and processing

Mailing Address
225 N 13TH AVENUE
PO BOX 988
LAUREL MS 39441

Business Address
225 N 13TH AVE
PO BOX 988
LAUREL MS 39441
6016494030

REPORTING OWNER

BUTTS LAMPKIN

CIK: **1090137**
Type: **4/A** | Act: **34** | File No.: **001-14977** | Film No.: **13534656**

Mailing Address
C/O SANDERSON FARM
225 N 13TH AVE
LAUREL MS 39441-0998

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person BUTTS LAMPKIN			2. Issuer Name and Ticker or Trading Symbol SANDERSON FARMS INC [SAFM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and COO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2012			
127 FLYNT ROAD (Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 12/21/2012		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
LAUREL, MS 39443 (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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/19/2012		<u>G</u>	<u>V</u>	2,600	D	\$ 0 ⁽¹⁾	123,891	D	
Common Stock	12/19/2012		<u>S</u>		200	D	\$50.35	123,691	D	
Common Stock	12/19/2012		<u>S</u>		100	D	\$50.37	123,591	D	
Common Stock	12/19/2012		<u>S</u>		100	D	\$50.39	123,491	D	
Common Stock	12/19/2012		<u>S</u>		100	D	\$50.41	123,391	D	
Common Stock	12/19/2012		<u>S</u>		200	D	\$50.47	123,191	D	
Common Stock	12/19/2012		<u>S</u>		400	D	\$50.48	122,791	D	
Common Stock	12/19/2012		<u>S</u>		700	D	\$50.49	122,091	D	
Common Stock	12/19/2012		<u>S</u>		406	D	\$50.5	121,685	D	
Common Stock	12/19/2012		<u>S</u>		1,200	D	\$50.51	120,485	D	
Common Stock	12/19/2012		<u>S</u>		894	D	\$50.52	119,591	D	
Common Stock	12/19/2012		<u>S</u>		700	D	\$50.53	118,891	D	
Common Stock	12/19/2012		<u>S</u>		700	D	\$50.54	118,191	D	
Common Stock	12/19/2012		<u>S</u>		100	D	\$50.55	118,091	D	
Common Stock	12/19/2012		<u>S</u>		300	D	\$50.56	117,791	D	

Common Stock	12/19/2012		<u>S</u>		1,195	D	\$50.57	116,596	D	
Common Stock	12/19/2012		<u>S</u>		205	D	\$50.58	116,391	D	
Common Stock	12/19/2012		<u>S</u>		2,889	D	\$50.59	113,502	D	
Common Stock	12/19/2012		<u>S</u>		1,011	D	\$50.6	112,491	D	
Common Stock	12/19/2012		<u>S</u>		109	D	\$50.62	112,382	D	
Common Stock	12/19/2012		<u>S</u>		200	D	\$50.64	112,182	D	
Common Stock	12/19/2012		<u>S</u>		91	D	\$50.65	112,091	D	
Common Stock	12/19/2012		<u>S</u>		200	D	\$50.81	111,891	D	
Common Stock								2,291	I	Held in 401(k) plan account
Common Stock								26,082	I	Allocated to Reporting Person's Account in Issuer ESOP.

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. The reported transaction was a gift. Thus, there was no price.

Remarks:

This Amendment is filed to include the Reporting Person's 401(k) Plan shares, which were inadvertently omitted from the original Form 4. This Amendment does not reflect changes in beneficial ownership that occurred after the filing of the original Form 4. Such changes have been reported on separate ownership reports.

Signatures

D. Michael Cockrell, Attorney-in-Fact

** Signature of Reporting Person

01/17/2013

Date

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

* 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).

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

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 Number.