

Edgar Filing: SANDERSON JOE F JR - Form 5

SANDERSON JOE F JR
Form 5
January 29, 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*

Sanderson, Jr. Joe F.

(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)

President, CEO, Chairman of the Board

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) | (A) or (D) | Price |
|---------------------------------------|--|---|---|--|------------------|-------|
| | | | | ----- | | |
| | | | | Amount | | |

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

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

(1) As co-executor of the Estate of Joe Frank Sanderson. Joe Sanderson, Jr. was appointed and qualified as a co-executor of the Estate of Joe Frank Sanderson on 1/21/98.

(2) Allocated to the account of Joe F. Sanderson, Jr. in the Company's ESOP.

(3) By private charitable foundation of which Joe F. Sanderson, Jr. is a director.

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exer- cisable | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|---|---|--|--|--|
|--|---|--|---|---|--|--|--|

| | | | | | | | | |
|---|---------|---------|--|---|--------|------------------|-----------------|--------|
| Employee Stock Options (Right to Buy) | \$15.00 | 7/24/97 | | A | 60,000 | 7/24/98* 7/23/07 | Common Stock | 60,000 |
|---|---------|---------|--|---|--------|------------------|-----------------|--------|

| | | | | | | | | |
|---|---------|---------|--|---|--------|------------------|-----------------|--------|
| Employee Stock Options (Right to Buy) | \$13.00 | 4/23/98 | | A | 60,000 | 4/23/99* 4/22/08 | Common Stock | 60,000 |
|---|---------|---------|--|---|--------|------------------|-----------------|--------|

| | | | | | | | | |
|----------------------------|------------|---------|--|---|--------|------------------|-----------------|--------|
| Phantom Stock Rights | \$ 7.46875 | 4/22/00 | | A | 75,000 | 4/22/01* 4/21/10 | Common Stock | 75,000 |
|----------------------------|------------|---------|--|---|--------|------------------|-----------------|--------|

Employee
Stock
Options

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| | | | | | | |
|---------|---------|----------|---|---------|-------------------|---------------|
| (Right | | | | | | Common |
| to Buy) | \$17.08 | 10/24/02 | A | 105,386 | 10/24/03*10/23/12 | Stock 105,386 |

Explanation of Responses:

*Options vest at the reate of 25% on the date indicated, and continue to vest at the rate of 25% per year on each anniversary date until fully vested.

/s/Joe F. Sanderson, Jr.

1/29/03

**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.