#### SANDERSON FARMS INC

Form 4 July 03, 2006

# FORM 4

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

OMB 323

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287

Fxpires: January 31,

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 Expires: 2005
Estimated average

SECURITIES

Eiled pursuant to Section 16(a) of the Securities Evolution Act of 1034

burden hours per response... 0.5

obligations may continue. *See* Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ZACHARIAS DONALD W			2. Issuer Name and Ticker or Trading Symbol SANDERSON FARMS INC [SAFM]				ng	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 127 FLYN		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006			_X_ Director Officer (give below)		Owner er (specify			
				f Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Secur or(A) or D (Instr. 3.	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	06/30/2006			A A	178	A	\$ 27.99	4,238	D		
Common Stock	06/30/2006			A	44	A	\$ 0 (1)	4,282	D		

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)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date	Expiration	Title N	umber		
						Exercisable Date	Date	01			
				Code V	(A) (D)				hares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·r···	Director	10% Owner	Officer	Other			
ZACHARIAS DONALD W 127 FLYNT ROAD	X						
LAUREL, MS 39443							

# **Signatures**

/s/ D. Michael Cockrell, Attorney-in-Fact 07/03/2006

\*\*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) Shares granted by the Issuer pursuant to the matching contribution provisions of the Issuer's Management Share Purchase Plan.

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.

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