

Edgar Filing: SANDERSON FARMS INC - Form 5

SANDERSON FARMS INC  
Form 5  
January 17, 2003

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OMB APPROVAL  
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OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden  
hours per response.....1.0  
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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\*

Grimes James A.  
-----  
(Last) (First) (Middle)

P. O. Box 988

-----  
(Street)  
Laurel Mississippi 39441-0988  
-----  
(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)

Chief Accounting Officer/Secretary

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.<br>Title of Security<br>(Instr. 3) | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |          |
|---------------------------------------|--|---|---|--|------------------|----------|
|                                       |  |   |   | Amount   | (A)<br>or<br>(D) | Price    |
| Common Stock                          | 3/05/02                                      |   | M4                                      | 7,500  | A                | \$10.875 |
| Common Stock                          | 3/05/02                                      |   | S4                                      | 7,500  | D                | \$24.65  |
| Common Stock                          | 6/24/02                                      |   | M4                                      | 5,000  | A                | \$15.00  |
| Common Stock                          | 6/24/02                                      |   | S4                                      | 5,000  | D                | \$24.50  |
| Common Stock                          |  |   | 3 (1)                                   |  |                  |          |
| Common Stock                          |  |   | 3                                       |  |                  |          |

(1) There were 2,391 shares allocated to the reporting person's ESOP account when he became an executive officer of Sanderson Farms, Inc. on November 1, 1993.

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(2) Reflects total amount of shares allocated to reporting person's ESOP account as of October 31, 2002.

\* 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)

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | 3A.<br>Deemed<br>Execut-<br>ion<br>Date if<br>any<br>(mm/dd/<br>yy) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|---|---|--|--|
| Employee<br>Stock<br>Options<br>(Right<br>to Buy)      | \$10.875  | 7/25/96  | A   |   | 7,500   | 7/25/97* 7/24/02   | Common<br>Stock 7,500  |
| Employee<br>Stock<br>Options<br>(Right<br>to Buy)      | \$15.00   | 7/24/97  | A   |   | 5,000   | 7/24/98* 7/23/07   | Common<br>Stock 5,000  |
| Employee<br>Stock<br>Options<br>(Right<br>to Buy)      | \$10.875  | 3/05/02  | M4  |   | 7,500   | 7/25/97* 7/24/02   | Common<br>Stock 7,500  |
| Employee<br>Stock<br>Options<br>(Right<br>to Buy)      | \$15.00   | 6/24/02  | M4  |   | 5,000   | 7/24/98* 7/23/07   | Common<br>Stock 5,000  |
| Employee<br>Stock<br>Options<br>(Right                 |   |  |   |   |   |  | Common   |

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|   |            |         |   |       |          |         |                 |       |
|---|------------|---------|---|-------|----------|---------|-----------------|-------|
| to Buy)   | \$13.00    | 4/23/98 | A | 5,000 | 4/23/99* | 4/22/08 | Stock           | 5,000 |
| -----   |            |         |   |       |          |         |                 |       |
| Employee<br>Stock<br>Options<br>(Right<br>to Buy) | \$ 7.46875 | 4/24/00 | A | 5,000 | 4/24/01* | 4/23/10 | Common<br>Stock | 5,000 |
| -----   |            |         |   |       |          |         |                 |       |
| Employee<br>Stock<br>Options<br>(Right<br>to Buy) | \$ 7.188   | 5/01/00 | A | 7,500 | 5/01/01* | 4/30/10 | Stock           | 7,500 |
| -----   |            |         |   |       |          |         |                 |       |
| Employee<br>Stock<br>Options<br>(Right<br>to Buy) | * 11.10    | 4/27/01 | A | 7,500 | 4/27/02* | 4/26/11 | Common<br>Stock | 7,500 |
| -----   |            |         |   |       |          |         |                 |       |
| Employee<br>Stock<br>Options<br>(Right<br>to Buy) | * 18.55    | 7/25/02 | A | 7,500 | 7/25/03* | 7/24/12 | Common<br>Stock | 7,500 |
| -----   |            |         |   |       |          |         |                 |       |
| -----   |            |         |   |       |          |         |                 |       |
| -----   |            |         |   |       |          |         |                 |       |
| -----   |            |         |   |       |          |         |                 |       |
| =====   |            |         |   |       |          |         |                 |       |

Explanation of Responses:

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

January 17, 2003

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\*\*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.