

SANFILIPPO MARIAN

Form 4

March 06, 2012

FORM 4

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

OMB APPROVAL

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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 *
SANFILIPPO JASPER B

2. Issuer Name and Ticker or Trading Symbol
SANFILIPPO JOHN B & SON INC
[JBSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1703 N. RANDALL ROAD

(Street)

ELGIN, IL 60123-7820

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 or Price		
Common Stock	03/02/2012		S		10,202 ⁽¹⁾	D	\$ 10.7654
					22,278 ⁽²⁾	D ⁽³⁾	
Common Stock	03/05/2012		S		12,278 ⁽¹⁾	D	\$ 10.7996
					10,000 ⁽²⁾	D ⁽³⁾	
Common Stock	03/05/2012		S		6,191 ⁽¹⁾	D	\$ 10.7996
					1,961 ⁽²⁾	D ⁽⁴⁾	
Common Stock	03/06/2012		S		200 ⁽¹⁾	D	\$ 10.75
					1,761 ⁽²⁾	D ⁽⁴⁾	

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

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANFILIPPO JASPER B 1703 N. RANDALL ROAD ELGIN, IL 60123-7820	X	X		
SANFILIPPO MARIAN 1703 N. RANDALL ROAD ELGIN, IL 60123-7820				Member of 13(d) Group

Signatures

/s/Herbert J. Marros as Power of Attorney
 **Signature of Reporting Person
 03/06/2012
 Date

/s/Herbert J. Marros as Power of Attorney
 **Signature of Reporting Person
 03/06/2012
 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 above sold the shares of Common Stock listed herein pursuant to a written agreement between James J. Sanfilippo and the reporting person, among others. Under the agreement, the reporting person sold shares of Common Stock of John B. Sanfilippo & Son, Inc. (the Company) under Rule 144 of the Securities Act of 1933, and with the proceeds of such sale will purchase or cause to be

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purchased, an equal number of shares of Class A Common Stock of the Company from James J. Sanfilippo.

- (2) As a result of the transactions described herein, the reporting person will own the same number of shares of common equity (defined as the total combined number of shares of Class A Common Stock and Common Stock) of the Company as owned prior to this filing.
- (3) Shares held by Jasper B. Sanfilippo.
- (4) Shares held by Marian R. Sanfilippo.

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

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