

SANFILIPPO MARIAN
Form 4
March 28, 2012

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2012

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

1703 N. RANDALL ROAD

(Street)

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

ELGIN, IL 60123-7820

(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 or Price		
Class A - Common Stock	03/26/2012		P		22,480 (1) \$ 11.14 (2)	D (4)	
Class A - Common Stock	03/26/2012		J		32,609 (5) \$ 0	I	As Trustee of Family Trusts
Class A - Common Stock	03/26/2012		P		8,152 (7) \$ 11.14 (2)	D (8)	
Class A - Common	03/26/2012		J		44,044 (9) \$ 0	I	As Co-Trustee

Stock									of Family Trusts
Class A - Common Stock	03/26/2012	P	5,531 <u>(10)</u>	A	\$ 11.14 <u>(2)</u>	181,707	⁽¹¹⁾	I	As Co-Trustee of Family Trusts

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)

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 Owned Beneficially (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		X		Member of 13(d) Group

Signatures

/s/Herbert J. Marros as Power of Attorney
03/28/2012
Date

**Signature of Reporting Person

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) Jasper B. Sanfilippo purchased the shares of Class A Common Stock listed herein pursuant to a written agreement between James J. Sanfilippo and Jasper B. Sanfilippo, among others. Under the agreement, Jasper B. Sanfilippo purchased shares of Class A Common Stock of John B. Sanfilippo & Son, Inc. (the Company) equal to the number of shares of Common Stock of the Company sold by Jasper B. Sanfilippo in an earlier sale.
- (2) The purchase price for each share of Class A Common Stock is \$11.14. This represents the highest price received by any of Jasper B. Sanfilippo, Marian R. Sanfilippo, Jeffrey T. Sanfilippo, John E. Sanfilippo and the Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006, for the sales of Common Stock of the Company as previously reported by each of the above individuals.
- (3) As a result of the transactions described herein, the reporting persons 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.
- (4) Shares held by Jasper B. Sanfilippo.
- (5) The shares are no longer beneficially owned by Jasper B. Sanfilippo as a result of the dissolution of the James J. Sanfilippo Trust, dated September 26, 1991 for which Jasper B. Sanfilippo was the sole Trustee.
- (6) The shares are held in the name of the following trusts: Jasper B. Sanfilippo, Jr. Trust, dated September 23, 1991, Lisa Ann Sanfilippo Trust, dated October 4, 1991, Jeffrey T. Sanfilippo Trust, dated October 4, 1991 and John E. Sanfilippo Trust, dated October 2, 1991. Each trust listed above holds 32,609 shares of Class A Common Stock and Jasper B. Sanfilippo is sole Trustee of each of the above Trusts.
- (7) Marian R. Sanfilippo purchased the shares of Class A Common Stock listed herein pursuant to a written agreement between James J. Sanfilippo and Marian R. Sanfilippo, among others. Under the agreement, Marian R. Sanfilippo purchased shares of Class A Common Stock of John B. Sanfilippo & Son, Inc. (the Company) equal to the number of shares of Common Stock of the Company sold by Marian R. Sanfilippo in an earlier sale.
- (8) Shares held by Marian R. Sanfilippo.
- (9) The shares are no longer beneficially owned by Marian R. Sanfilippo as a result of the dissolution of the James J. Sanfilippo Irrevocable Trust dated October 6, 2006 for which Marian R. Sanfilippo was a Co-Trustee.
- (10) Class A Common Stock purchased by the Jasper B. Sanfilippo Irrevocable Trust dated October 6, 2006 pursuant to a written agreement between James J. Sanfilippo and Marian R. Sanfilippo as Co-Trustee, among others. Under the agreement, the Jasper B. Sanfilippo Irrevocable Trust dated October 6, 2006 purchased shares of Class A Common Stock of John B. Sanfilippo & Son, Inc. (the Company) equal to the number of shares of Common Stock of the Company sold by Marian R. Sanfilippo as a Co-Trustee of the Jasper B. Sanfilippo Irrevocable Trust dated October 6, 2006.
- (11) The shares are held in the name of the following trusts: Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006, Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006, John E. Sanfilippo Irrevocable Trust, dated October 6, 2006 and Lisa A. Evon Irrevocable Trust, dated October 6, 2006. Each Trust listed above holds 44,044 shares of Class A Common Stock, with the exception of the Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006, which holds 49,575 shares of Class A Common Stock. Marian Sanfilippo is a Co-Trustee of each of the above Trusts.

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.