

Fordonski Thomas J
 Form 4
 May 09, 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 *
 Fordonski Thomas J

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP Human Resources

ELGIN, IL 60123-7820
 (City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/08/2012 | | M | | 1,500 A \$ 8.29 | 15,569 | D |
| Common Stock | 05/08/2012 | | M | | 3,500 A \$ 7.95 | 19,069 | D |
| Common Stock | 05/08/2012 | | S | | 1,400 D \$ 13.9 | 17,669 | D |
| Common Stock | 05/08/2012 | | S | | 1,300 D \$ 14.02 | 16,369 | D |
| Common Stock | 05/08/2012 | | S | | 500 D \$ 14.03 | 15,869 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 05/08/2012 | S | 900 | D | \$ 14.3 | 14,969 | D |
| Common Stock | 05/08/2012 | S | 700 | D | \$ 14.55 | 14,269 | D |
| Common Stock | 05/08/2012 | S | 200 | D | \$ 14.56 | 14,069 | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (Right to Buy) ⁽¹⁾ | \$ 8.29 | 05/08/2012 | | M | 1,500 | 09/17/2008 ⁽²⁾ 09/17/2017 | Common Stock | 1,500 | |
| Incentive Stock Option (Right to Buy) ⁽¹⁾ | \$ 7.95 | 05/08/2012 | | M | 3,500 | 11/19/2008 ⁽²⁾ 11/19/2017 | Common Stock | 3,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fordonski Thomas J 1703 N. RANDALL ROAD ELGIN, IL 60123-7820 | | | Sr VP Human Resources | |

Signatures

/s/Herbert J. Marros as Power of
Attorney

05/09/2012

__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) Reflects options granted pursuant to the John B. Sanfilippo & Son, Inc. 1998 Equity Incentive Plan.
 - (2) Options become exercisable in four equal annual installments beginning on the date listed provided reporting person remains an employee of the company on such dates. The foregoing exercise installments are cumulative and may be exercised in whole or in part.

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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