

POKRAJAC WILLIAM R  
Form 4  
November 12, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
POKRAJAC WILLIAM R

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)  
11/10/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Risk Management

ELGIN, IL 60123-7820

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

(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 Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock	11/10/2009		A		3,000 (1)	\$ 0	5,650	D
Common Stock	11/10/2009		M		319	\$ 4.5	5,969	D
Common Stock	11/10/2009		S		319	\$ 13.75	5,650	D
Common Stock	11/11/2009		M		931	\$ 4.5	6,581	D
Common Stock	11/11/2009		S		931	\$ 13.75	5,650	D

Common  
Stock

33

I

By Spouse

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

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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. Amount or Number of Shares
Incentive Stock Option (Right to Buy) <sup>(2)</sup>	\$ 4.5	11/10/2009		M	319	01/27/2004 01/27/2010	Common Stock	319
Incentive Stock Option (right to Buy) <sup>(2)</sup>	\$ 4.5	11/11/2009		M	931	01/27/2004 01/27/2010	Common Stock	931

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POKRAJAC WILLIAM R 1703 N. RANDALL ROAD ELGIN, IL 60123-7820			VP Risk Management	

## Signatures

/s/Herbert J. Marros as Power of  
Attorney

11/12/2009

\_\_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).

These shares represent restricted stock units granted under the John B. Sanfilippo & Son, Inc. 2008 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of John B. Sanfilippo & Son, Inc. common stock.

- (1) Subject to certain conditions, these units are scheduled to vest on November 10, 2012. These units, once vested, will generally be eligible to be paid in an equivalent number of shares of the Company's common stock on November 11, 2012 or such other dates(s) as are specified by the reporting person in a valid deferral election filed with John B. Sanfilippo & Son, Inc.
- (2) Reflects options granted pursuant to the John B. Sanfilippo & Son, Inc. 1998 Equity Incentive Plan.

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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