

Sanfilippo James J
Form 4
March 28, 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 James 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)
1950 PRATT

(Street)

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

____ Director 10% Owner
____ Officer (give title below) Other (specify below)
Member of 13(d) Group

ELK GROVE VILLAGE, IL 60007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A - Common Stock	03/26/2012		J		32,609 (1)	A	\$ 0 32,609 D
Class A - Common Stock	03/26/2012		J		44,044 (2)	A	\$ 0 76,653 D
Class A - Common Stock	03/26/2012		S		74,315 (3)	D	\$ 11.14 2,338 D
Class A - Common							1,385,231 (5) I As Co-Trustee

Stock

of Family
Trust

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 James J 1950 PRATT ELK GROVE VILLAGE, IL 60007		X		Member of 13(d) Group

Signatures

/s/Herbert J. Marros as Power of Attorney
03/28/2012
**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) The reporting person acquired beneficial ownership of the shares 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.
- (2) The reporting person acquired beneficial ownership of the shares as a result of the dissolution of the James J. Sanfilippo Irrevocable Trust, dated October 6, 2006 for which James J. Sanfilippo was the Co-Trustee and beneficiary.

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- Class A Common Stock sold pursuant to a written agreement between the reporting person and several of his family members. Under the
- (3) agreement, the reporting person sold (and the family members 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 his family members.

The sale price for each share of Class A Common Stock is \$11.14. This represents the highest price received by any of Jasper B.

- (4) Sanfilippo, Marian 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.

- (5) The shares are held in the name of the Sanfilippo Family 1999 Generation-Skipping Trust Agreement, dated December 31, 1999, for which the reporting person is a Co-Trustee and (as a descendent of Marian Sanfilippo) a beneficiary.

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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