

SANFILIPPO MARIAN

Form 4

July 17, 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)

3. Date of Earliest Transaction (Month/Day/Year)
06/25/2012

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 or Disposed of (A) or (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 | 06/25/2012 | | G | V 22,480 D \$ 0 0 | | D (3) | |
| Class A - Common Stock | | | | | 130,436 | I (1) | As Trustee of Family Trusts |
| Class A - Common Stock | 06/25/2012 | | G | V 8,152 D \$ 0 0 | | D (4) | |
| Class A - Common Stock | 06/25/2012 | | G | V 24,506 A \$ 0 206,213 | | I (2) | As Co-Trustee |

Stock

of Family Trusts

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

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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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | |

Signatures

/s/Herbert J. Marros as Power of Attorney

06/25/2012

**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 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.

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Jasper B. Sanfilippo is sole Trustee of each of the above Trusts.

The shares are held in the name of the following trusts: Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006, Jasper B.

- (2) 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. Marian Sanfilippo is a Co-Trustee of each of the above Trusts.
- (3) Shares held directly by Jasper B. Sanfilippo.
- (4) Shares held directly 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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