

Edgar Filing: SANFILIPPO JOHN B & SON INC - Form 4

SANFILIPPO JOHN B & SON INC

Form 4

February 21, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

DONOVAN TIMOTHY R.

(Last) (First) (Middle)

C/O TENNECO AUTOMOTIVE, INC.
500 N. FIELD DRIVE

(Street)

LAKE FOREST IL 60045

(City) (State) (Zip)

John B. Sanfilippo & Son, Inc. (JBSS)

2. Issuer Name and Ticker or Trading Symbol

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

February 21, 2003

4. Statement for Month/Day/Year

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Price |
|---------------------------------------|---|--|---|---|--|------------------|----------|
| | | | Code | V | Amount | (A) or (D) | |
| COMMON STOCK | 02/20/03 | | M | | 750 | A | 3.4375 |
| COMMON STOCK | 02/20/03 | | M | | 500 | A | 4.0625 |
| COMMON STOCK | 02/20/03 | | M | | 250 | A | 6.05 |
| COMMON STOCK | 02/20/03 | | S | | 1500 | D | 12.16033 |
| COMMON STOCK | | | | | | | |
| COMMON STOCK | | | | | | | |
| COMMON STOCK | | | | | | | |

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Over)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 3A. Execu- tion Date, if any (Month /Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|--|--|--|---|--|
| NON-QUALIFIED STOCK OPTION | 3.4375 | 02/20/03 | | M | 750 (4) | 10/27/09 | COMMON STOCK 750 |
| NON-QUALIFIED STOCK OPTION | 4.0625 | 02/20/03 | | M | 500 (5) | 10/26/10 | COMMON STOCK 500 |
| NON-QUALIFIED STOCK OPTION | 6.05 | 02/20/03 | | M | 250 | 10/31/02 10/31/11 | COMMON STOCK 250 |

Explanation of Responses:

- (1) Shares held by Reporting Person's spouse, Elaine Karacic as trustee of two trusts. Her sibling, Greg Karacic, is the beneficiary of both trusts.
- (2) Shares held by Reporting Person's spouse, Elaine Karacic, as trustee of certain trusts, the beneficiaries of which are the children of Elaine Karacic and Timothy Donovan; Maggie Donovan, Lukas Donovan, Kara Donovan, Jack Donovan, and Anne Donovan.
- (3) This filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares, Mr. Donovan disclaims beneficial ownership of any of these shares.
- (4) One thousand options were granted on October 27, 1999 and vest in equal installments of 25% on each of the first, second, third and fourth anniversaries of the grant date. Two hundred fifty shares vested on October 27, 2000, 2001, and 2002 respectively.
- (5) One thousand options were granted on October 26, 2000 and vest in equal installments of 25% on each of the first, second, third and fourth anniversaries of the grant date. Two hundred fifty shares vested on October 26, 2001, and 2002 respectively.

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/s/ Linda Crowley

February 21, 2003

**Signature of Reporting Person

Date

By: Linda Crowley, as attorney-in-fact for Timothy R. Donovan
per Power of Attorney dated February 1, 2001. Original on
file with the SEC.

** Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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