

SANFILIPPO JOHN B & SON INC

Form DEF 14A

September 28, 2005

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**SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

John B. Sanfilippo & Son, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement no.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held
on October 25, 2005

TO THE STOCKHOLDERS:

The annual meeting of stockholders of John B. Sanfilippo & Son, Inc. will be held on Tuesday, October 25, 2005 at 10:00 a.m., local time, at the Wyndham Hotel Northwest Chicago, 400 Park Boulevard, Itasca, Illinois 60143, for the following purposes:

1. To elect directors;
2. To ratify the action of the Board of Directors in appointing PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending June 29, 2006; and
3. To transact such other business as may properly be brought before the annual meeting or any adjournment or postponement thereof.

The annual meeting may be postponed or adjourned from time to time without any notice other than announcement at the meeting, and any and all business for which notice is hereby given may be transacted at any such postponed or adjourned meeting.

The Board of Directors has fixed the close of business on September 2, 2005 as the record date for determination of stockholders entitled to notice of and to vote at the annual meeting. A list of these stockholders will be available for inspection for 10 days preceding the meeting (at the Wyndham Hotel Northwest Chicago, 400 Park Boulevard, Itasca, IL) and will also be available for inspection at the meeting.

Stockholders are requested to complete and sign the enclosed proxy, which is solicited by the Board of Directors, and promptly return it in the accompanying envelope whether or not they plan to attend the annual meeting in person. The proxy is revocable at any time before it is voted. Returning the proxy will in no way limit your right to vote at the annual meeting if you should later decide to attend and vote in person.

Because we have two classes of stock outstanding, a separate form of proxy has been prepared with respect to each class of stock: a white proxy, which relates to our Common Stock, \$.01 par value; and a blue proxy, which relates to our Class A Common Stock, \$.01 par value. Stockholders who own of record shares of only one class are being furnished only with the proxy relating to that class. Stockholders who own of record shares of both classes are being furnished with both proxies (in separate mailings, each of which also includes a copy of this notice and the proxy statement). Stockholders who receive both proxies must complete, sign and return both proxies in order for the shares of both classes to be voted by proxy.

By Order of the Board of Directors

MICHAEL J. VALENTINE
Secretary

Elk Grove Village, Illinois
October 5, 2005

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John B. Sanfilippo & Son, Inc.

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

October 25, 2005

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of John B. Sanfilippo & Son, Inc., a Delaware corporation, of proxies for use at the annual meeting of our stockholders to be held on Tuesday, October 25, 2005 at 10:00 a.m., local time, at the Wyndham Hotel Northwest Chicago, 400 Park Boulevard, Itasca, Illinois 60143, and at any postponement or adjournment thereof (the Annual Meeting). All shares of our Common Stock, \$.01 par value (the Common Stock), and our Class A Common Stock, \$.01 par value (the Class A Stock), entitled to vote at the Annual Meeting which are represented by properly executed proxies will, unless such proxies have been revoked, be voted in accordance with the instructions given in such proxies. Any stockholder who has given a proxy may revoke it at any time prior to its exercise at the Annual Meeting by delivering a written notice of revocation or duly executed proxy bearing a later date to our Secretary, or by attending the Annual Meeting and voting in person. Any written notice of revocation or subsequent proxy should be delivered to us at 2299 Busse Road, Elk Grove Village, Illinois 60007-6057, Attention: Secretary, or hand delivered to the Secretary, before the closing of the polls at the Annual Meeting. Unless the context otherwise requires, references herein to we, us, or our company refer to John B. Sanfilippo & Son, Inc.

This Proxy Statement and accompanying proxy are being mailed to stockholders on or about October 5, 2005. The mailing address of our principal executive offices is 2299 Busse Road, Elk Grove Village, Illinois 60007-6057.

Record Date and Shares Outstanding

We had outstanding on September 2, 2005, the record date for determination of stockholders entitled to notice of and to vote at the Annual Meeting, 7,961,324 shares of Common Stock (excluding 117,900 treasury shares) and 2,597,426 shares of Class A Stock. The Common Stock is traded on the Nasdaq National Market. There is no established public trading market for the Class A Stock.

Voting and Quorum

Pursuant to our Restated Certificate of Incorporation (as amended, the Restated Certificate), so long as the total number of shares of Class A Stock outstanding is greater than or equal to 12¹/₂% of the total number of shares of Class A Stock and Common Stock outstanding, the holders of Common Stock voting as a class are entitled to elect such number (rounded to the next highest number in the case of a fraction) of directors as equals 25% of the total number of directors constituting the full Board of Directors and the holders of Class A Stock voting as a class are entitled to elect the remaining directors. With respect to all matters other than the election of directors or any matters for which class voting is required by law, the holders of Common Stock and the holders of Class A Stock will vote together as a single class and the holders of Common Stock will be entitled to one vote per share of Common Stock and the holders of Class A Stock will be entitled to ten votes per share of Class A Stock.

Our Restated Certificate does not entitle holders of Common Stock to cumulative voting. However, solely with respect to the election of directors, the Restated Certificate entitles each holder of Class A Stock, in person or by proxy, to either (a) vote the number of shares of Class A Stock owned by such holder for as many persons as there are directors to be elected by holders of Class A Stock (Class A Directors), or (b) cumulate said votes (by multiplying the number of shares of Class A Stock owned by such holder by the number of candidates for election as a Class A Director) and either (i) give one candidate all of the cumulated votes, or (ii) distribute the cumulated votes among such candidates as the holder sees fit.

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The presence at the Annual Meeting, in person or by proxy, of holders of Common Stock entitled to cast at least a majority of the votes which the Common Stock is entitled to cast is required in order to establish a quorum for the purpose of electing the directors to be elected by holders of Common Stock (the Common Stock Directors). The presence at the Annual Meeting, in person or by proxy, of holders of Class A Stock entitled to cast at least a majority of the votes which the Class A Stock is entitled to cast is required in order to establish a quorum for the purpose of electing the Class A Directors. The presence at the Annual Meeting, in person or by proxy, of holders of Common Stock and Class A Stock entitled to cast at least a majority of the aggregate number of votes which all such stock is entitled to cast on matters other than the election of directors is required in order to establish a quorum for the purpose of any other business.

Two proposals are scheduled for stockholder consideration at the Annual Meeting, each of which is described more fully herein: (i) the election of eight directors; and (ii) the ratification of the action of the Audit Committee in appointing PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending June 29, 2006. The vote required and method of counting votes for each of these proposals is as follows:

Proposal 1: Election of Directors

At the meeting, the holders of Common Stock voting as a class will be entitled to elect two of the eight directors, and the holders of Class A Stock voting as a class will be entitled to elect the remaining six directors. Directors elected by holders of both Common Stock and Class A Stock are elected by a plurality of the votes cast for each such class. If a stockholder does not vote for the election of directors because the authority to vote is withheld, because the proxy is not returned, because the broker holding the shares does not vote, or because of some other reason, the shares will not count in determining the total number of votes for each nominee. If a properly executed, unrevoked proxy does not specifically direct the voting of the shares covered by such proxy, the proxy will be voted **FOR** the election of all nominees for election as director to be elected by holders of the class of shares covered by such proxy as listed herein. If any nominee is unable to act as director because of an unexpected occurrence, the proxy holders may vote the proxies for another person or the Board of Directors may reduce the number of directors to be elected.

Proposal 2: Ratification of Independent Auditors

To be approved, the ratification of PricewaterhouseCoopers LLP requires the affirmative vote of the holders of shares representing a majority of the votes present and entitled to vote by the holders of Common Stock and Class A Stock, voting together as one class. Abstentions will count as a vote against Item 2. If a properly executed, unrevoked proxy does not specifically direct the voting of the shares covered by such proxy, the proxy will be voted **FOR** Item 2.

Other Proposals

Management does not intend to present, and does not have any reason to believe that others will present, any item of business at the Annual Meeting other than those specifically set forth in the notice of the Annual Meeting. However, if other matters are properly presented for a vote at the Annual Meeting, or at any postponements or adjournments thereof, the proxies will be voted for such matters in accordance with the judgment of the persons acting under the proxies.

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BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information as of September 29, 2005 with respect to the beneficial ownership of Common Stock and Class A Stock by (a) any individuals or entities known by us to be the beneficial owners of more than 5% of the outstanding shares of Common Stock or Class A Stock, (b) each of our directors and nominees for election as a director, (c) each of the Named Executive Officers (as defined below) who currently serve as an executive officer of our company, and (d) all of our directors, nominees for election as a director and executive officers as a group. The information set forth in the table as to directors and executive officers is based upon information furnished to us by them in connection with the preparation of this Proxy Statement. Except where otherwise indicated, the mailing address of each of the stockholders named in the table is: c/o John B. Sanfilippo & Son, Inc., 2299 Busse Road, Elk Grove Village, Illinois 60007-6057.

| Name | % of | | No. of Shares of Class A Stock ⁽¹⁾⁽²⁾ | % of Outstanding Shares of Class A Stock | % of Outstanding Votes on Matters Other than Election of Directors |
|---|--|---|---|--|--|
| | No. of Shares of Common Stock ⁽¹⁾ | Outstanding Shares of Common Stock | | | |
| Jasper B. Sanfilippo ⁽³⁾⁽⁴⁾⁽⁵⁾⁺ | 39,832 | * | 1,523,776 | 58.7 | 44.8 |
| Marian R. Sanfilippo ⁽⁴⁾⁽⁵⁾ | 26,984 | * | 24,500 | 0.9 | 0.7 |
| Jeffrey T. Sanfilippo ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁺ | 30,082 | * | 44,044 | 1.7 | 1.4 |
| Jasper B. Sanfilippo, Jr. ⁽⁵⁾⁽⁶⁾⁺ | 1,250 | * | 44,044 | 1.7 | 1.3 |
| Lisa A. Evon ⁽⁵⁾⁽⁶⁾ | | | 44,044 | 1.7 | 1.3 |
| John E. Sanfilippo ⁽⁵⁾⁽⁶⁾ | 28,152 | * | 44,044 | 1.7 | 1.3 |
| James J. Sanfilippo ⁽⁵⁾⁽⁶⁾ | | | 44,044 | 1.7 | 1.3 |
| Total Controlling Group ⁽⁵⁾⁽⁶⁾ | 88,636 | 1.1 | 1,768,496 | 68.1 | 52.2 |
| Michael J. Valentine ⁽⁷⁾⁺ | 1,250 | * | 496,342 | 19.1 | 14.6 |
| Mathias A. Valentine ⁺ | | | 332,588 | 12.8 | 9.8 |
| Total Valentine Group ⁽⁸⁾ | 1,250 | * | 828,930 | 31.9 | 24.3 |
| James A. Valentine ⁽⁹⁾⁻ | 1,600 | * | | | * |
| John W. A. Buyers ⁽¹⁰⁾⁺ | 9,300 | * | | | * |
| Timothy R. Donovan ⁽¹¹⁾⁺ | 2,000 | * | | | * |
| Governor Jim Edgar ⁽¹²⁾⁺ | 4,500 | * | | | * |
| Daniel M. Wright [#] | | | | | |
| Lord, Abbett & Co. LLC ⁽¹³⁾ | 1,429,446 | 17.6 | | | 4.2 |
| Wellington Management Co., LLP ⁽¹⁴⁾ | 1,117,100 | 13.8 | | | 3.3 |
| Credit Suisse Asset Management, LLC ⁽¹⁵⁾ | 452,327 | 5.6 | | | 1.3 |
| Lotsoff Capital Management ⁽¹⁶⁾ | 423,521 | 5.2 | | | 1.2 |
| All directors and executive officers as a group (15 persons all of whom are stockholders or | 119,268 | 1.5 | 2,440,794 | 94.0 | 72.0 |

optionholders)⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾
(9)(10)(11)(12)(17)

- + Denotes Director.
- Denotes Named Executive Officer.
- # Denotes Director Nominee.
- * Less than one percent.
- (1) Except as otherwise indicated below, beneficial ownership means the sole power to vote and dispose of shares. In calculating each holder s percentage ownership and beneficial ownership in the table above, shares of Common

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Stock which may be acquired by the holder through the exercise of stock options exercisable on or within 60 days of September 29, 2005 are included.

- (2) Each share of Class A Stock is convertible at the option of the holder thereof at any time and from time to time into one share of Common Stock. In addition, the Restated Certificate provides that Class A Stock may be transferred only to (a) Jasper B. Sanfilippo or Mathias A. Valentine, (b) a spouse or lineal descendant of Mr. Sanfilippo or Mr. Valentine, (c) trusts for the benefit of any of the foregoing individuals, (d) entities controlled by any of the foregoing individuals, (e) us, or (f) any bank or other financial institution as a bona fide pledge of shares of Class A Stock by the owner thereof as collateral security

for indebtedness due to the pledgee (collectively, the Permitted Transferees), and that upon any transfer of Class A Stock to someone other than a Permitted Transferee each share transferred will automatically be converted into one share of Common Stock.

- (3) Includes 163,045 shares of Class A Stock held as trustee of certain trusts, the beneficiaries of which are the children of Jasper and Marian Sanfilippo (two of whom Jasper B. Sanfilippo, Jr. and Jeffrey T. Sanfilippo are executive officers and directors of our company).
- (4) Includes 18,832 shares of Common Stock held as a co-trustee of a certain trust, the beneficiaries of which are the grandchildren of Jasper and Marian Sanfilippo.
- (5) On June 21, 2004 a Schedule 13D was filed jointly by the persons referenced in the stock table

(the Controlling Group). The Controlling Group made a single, joint filing to reflect the formation of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Except as expressly set forth in the Schedule 13D, each member of the Controlling Group disclaims beneficial ownership of the Common Stock and Class A Stock beneficially owned by any other member of the Controlling Group.

By filing the Schedule 13D, the members of the Controlling Group provided notice (1) that they beneficially own, in the aggregate, securities controlling in excess of 50% of the voting power of our common equity and (2) that they intend to act as a group. As a result, we are a controlled company pursuant to Section 4350(c)(5) of the Nasdaq Marketplace Rules.

The members of the Controlling Group are deemed to beneficially own an aggregate of 1,768,496 shares of Class A Stock and 88,636 shares of Common Stock, which includes 68.1% of the total outstanding shares of Class A Stock and 18.8% of the total outstanding shares of Common Stock, assuming the conversion of all such shares of Class A Stock into an equal number of shares of Common Stock. Based on the relative voting rights of the Class A Stock and Common Stock, the Reporting Persons have or share 52.2% of the total outstanding voting power of our common equity, assuming that the applicable shares of Class A Stock are not converted into Common Stock.

The beneficial ownership of Jasper B. Sanfilippo and Marian R. Sanfilippo is described in footnotes (3) and (4) above. The beneficial

ownership of
Jeffrey T.
Sanfilippo includes
18,832 shares of
Common Stock
held as a co-trustee
of a certain trust,
the beneficiaries of
which are the
grandchildren of
Jasper and Marian
Sanfilippo,
includes options to
purchase 1,250
share of Common
Stock at \$19.833
per share on or
within 60 days of
September 29,
2005 and 44,044
shares of Class A
Stock held as
trustee of the
Jeffrey T.
Sanfilippo
Irrevocable Trust,
dated April 7,
2004. The
beneficial
ownership of
Jasper B.
Sanfilippo, Jr.
includes options to
purchase 1,250
shares of Common
Stock at \$19.833
per share on or
within 60 days of
September 29,
2005 and 44,044
shares of Class A
Stock held as
trustee of the
Jasper B.
Sanfilippo
Irrevocable Trust,
dated April 7,
2004. The
beneficial
ownership of Lisa
A. Evon includes

44,044 shares of Class A Stock held as trustee of the Lisa A. Evon Irrevocable Trust, dated April 7, 2004. The beneficial ownership of John E. Sanfilippo includes 44,044 shares of Class A Stock held as trustee of the John E. Sanfilippo Irrevocable Trust, dated April 7, 2004. The beneficial ownership of James J. Sanfilippo includes 44,044 shares of Class A Stock held as trustee of the James J. Sanfilippo Irrevocable Trust, dated April 7, 2004. The trustees of each of the foregoing trusts are also the sole beneficiaries under each respective trust.

- (6) Excludes 32,609 shares of Class A Stock held as trustee by Jasper B. Sanfilippo. (Jasper B. Sanfilippo is our Chairman of the Board and Chief Executive Officer.)

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- (7) Includes 496,342 shares of Class A Stock held as trustee of the following three trusts under the Valentine Trust, dated March 26, 1991: the Trust for Michael J. Valentine and the Trust for James A. Valentine, each of which owns 165,447 shares of Class A Stock, and the Trust for Mary Jo Carroll which owns 165,448 shares of Class A Stock. The beneficiaries of these trusts are the children of Mathias and Mary Valentine, including Michael J. Valentine, an executive officer and a member of our Board of Directors, and James A. Valentine, an executive officer. Includes options to purchase 1,250 shares of Common Stock at \$19.833 per share on or within 60 days

of
September 29,
2005.

- (8) Michael J. Valentine and Mathias A. Valentine have formed a group as reflected by the Schedule 13Ds filed on June 21, 2004. The total beneficial ownership of the group consists of 828,930 shares of Class A Stock, and which represents 31.9% of the issued and outstanding Class A Stock, and 9.3% of the issued and outstanding Common Stock assuming the conversion of all such shares of Class A Stock into an equal number of shares of Common Stock.

Based on the relative voting rights of the Class A Stock and Common Stock, Michael J. Valentine directly or indirectly controls 14.6% while Mathias

A. Valentine directly controls 9.8% of the total outstanding voting power of our common equity. In addition, the group directly controls 24.3% of the total outstanding voting power of our common equity. These percentages assume that the applicable shares of Class A Stock are not converted into Common Stock, and are calculated using ten votes per share of Class A Stock.

- (9) Includes options to purchase 1,250 shares of Common stock at \$19.833 per share on or within 60 days of September 29, 2005. Excludes 165,447 shares of Class A Stock held as trustee by Michael J. Valentine (Michael J. Valentine is Executive Vice President Finance, our Chief Financial

Officer and
Secretary and a
director of our
company.)

- (10) Includes options to purchase 7,500 shares of Common Stock with a weighted average exercise price of \$7.532 which are exercisable by John W. A. Buyers on or within 60 days of September 29, 2005. Mr. Buyers mailing address is 26-238 Hawaii Belt Road, Hilo, HI 96720.
- (11) Includes options to purchase 2,000 shares of Common Stock with a weighted average exercise price of \$14.077 which are exercisable by Timothy R. Donovan on or within 60 days of September 29, 2005. Excludes (a) 28,838 shares of Common Stock held by Mr. Donovan's spouse, Elaine Karacic, as trustee of certain trusts,

the beneficiaries
of which are the
children of
Mr. Donovan
and

Ms. Karacic,
(b) 8,713 shares
of Common
Stock held by
Ms. Karacic as
trustee of a
certain trust, the
beneficiary of
which is
Ms. Karacic's
sibling, and
(c) 24,913
shares of
Common Stock
held by
Ms. Karacic in
her name.

Mr. Donovan
disclaims
beneficial
ownership of all
of the foregoing
excluded shares
of Common
Stock.

Mr. Donovan's
mailing address
is c/o Tenneco
Automotive,
Inc., 500 North
Field Drive,
Lake Forest, IL
60045.

- (12) Includes options
to purchase
4,500 shares of
Common Stock
with a weighted
average exercise
price of \$8.803
which are
exercisable by
Governor Jim
Edgar on or
within 60 days

of
September 29,
2005.

(13) The information set forth in the table above and in this footnote is based solely on Form 13F-HR as of June 30, 2005 filed by Lord, Abbett & Co. LLC dated August 10, 2005. The principal business office of Lord, Abbett & Co. LLC is 90 Hudson Street, Jersey City, NJ 07302

(14) The information set forth in the table above and in this footnote is based solely on Form 13F-HR as of June 30, 2005 filed by Wellington Management Company, LLP dated August 15, 2005. The principal business office of Wellington Management Company, LLP is 75 State Street, Boston, MA 02109.

(15) The information set forth in the

table above and
in this footnote
is based solely
on Form
13F-HR as of
June 30, 2005
filed by Credit
Suisse Asset
Management,
LLC dated
August 16,
2005. The
principal
business office
of Credit Suisse
Asset
Management,
LLC is 466
Lexington
Avenue, 17th
Floor, New
York, NY
10017.

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- (16) The information set forth in the table above and in this footnote is based solely on Form 13F-NT/A as of June 30, 2005 filed by Lotsoff Capital Management dated July 14, 2005. The principal business office of Lotsoff Capital Management is 20 N. Clark Street, 34th Floor, Chicago, IL 60602-4109.
- (17) Includes options to purchase a total of 65,900 shares of Common Stock (including the options referred to in footnotes 5, 7, 9, 10, 11 and 12 above) at prices ranging from \$3.438 to \$32.30 per share which are exercisable by certain of the directors and executive officers on or within 60 days of September 29, 2005.

PROPOSAL 1: ELECTION OF DIRECTORS

Eight directors are to be elected to serve until the next annual meeting of stockholders and until their respective successors shall be elected and qualified. Two of such directors are to be elected by the holders of Common Stock

voting as a class and the remaining six directors are to be elected by the holders of Class A Stock voting as a class. While the Board of Directors does not contemplate that any nominee for election as a director will not be able to serve, if any of the nominees for election shall be unable or shall fail to serve as a director, the holders of proxies shall vote such proxies for such other person or persons as shall be determined by such holders in their discretion or, so long as such action does not conflict with the provisions of our Restated Certificate relating to the proportion of directors to be elected by the holders of Common Stock, the Board of Directors may, in its discretion, reduce the number of directors to be elected.

The Board of Directors recommends that the stockholders vote FOR each of the nominees listed herein.

NOMINEES FOR ELECTION BY THE HOLDERS OF COMMON STOCK

The name of and certain information regarding each nominee for election to our Board of Directors by the holders of Common Stock, as reported to us, is set forth below.

Governor Jim Edgar, Director, age 59 Governor Edgar is currently a Distinguished Fellow at the University of Illinois Institute of Government and Public Affairs where he is also a teacher and lecturer. He has been in this position since January 1999. He was also a Resident Fellow at the John F. Kennedy School of Government at Harvard University in the 1999 fall semester. Gov. Edgar served as governor of Illinois from January 14, 1991 through January 11, 1999. Prior to his election, Gov. Edgar served as Illinois Secretary of State from 1981 to 1991. Gov. Edgar's retirement from public office marked 30 years of state government service. Gov. Edgar serves on the board of directors of Alberto Culver Company, Kemper Insurance Companies, Scudder Mutual Funds, Horizon Group Properties, Inc., and Youbet.com. Governor Edgar has been a member of our Board of Directors since October 1999 and is a member of our Audit Committee and the chairman of our CNG Committee.

Daniel M. Wright, age 67 Mr. Wright currently serves on the board of directors of RC2, where he is a member of the Audit, Compensation and Governance and Nominating Committees. Mr. Wright also serves on the board of directors of SC Companies, Inc., where he is the chairman of the Audit Committee and a member of the Compensation Committee. Mr. Wright previously worked for Arthur Andersen LLP for 37 years as an auditor, where his clients consisted of privately-held and registered public companies. Mr. Wright was a Partner with Arthur Andersen from 1973 through August 1998, and became a certified public accountant in 1968. Throughout his career, and since his retirement in 1998, Mr. Wright has been active in numerous civic and philanthropic organizations. Mr. Wright was recommended to our CNG Committee as a potential nominee for director by Michael J. Valentine, our Executive Vice President-Finance, Chief Financial Officer and Secretary, as a result of a broader search process undertaken by management.

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NOMINEES FOR ELECTION BY THE HOLDERS OF CLASS A STOCK

The name of and certain information regarding each nominee for election to our Board of Directors by the holders of Class A Stock, as reported to us, is set forth below.

Jasper B. Sanfilippo, Chairman of the Board and Chief Executive Officer and Director, age 74 Mr. Sanfilippo has been employed by us since 1953. Mr. Sanfilippo served as our President from 1982 to December 1995 and was our Treasurer from 1959 to October 1991. He became our Chairman of the Board and Chief Executive Officer in October 1991 and has been a member of our Board of Directors since 1959. Mr. Sanfilippo was also a member of our Compensation Committee until April 28, 2004 (when that Committee was terminated and its responsibilities assumed by the CNG Committee) and was a member of the Stock Option Committee until February 27, 1997 (when that Committee was disbanded). Mr. Sanfilippo is the father of Jasper B. Sanfilippo, Jr. and Jeffrey T. Sanfilippo, both of whom are executive officers and directors of our company, the brother-in-law of Mathias A. Valentine, the President and a director of our company, the uncle of Michael J. Valentine, a director and an executive officer of our company, and James A. Valentine, an executive officer of our company. Mr. Sanfilippo is also the uncle by marriage of Timothy R. Donovan, a director of our company.

Mathias A. Valentine, President and Director, age 72 Mr. Valentine has been employed by us since 1960 and was named its President in December 1995. He served as our Secretary from 1969 to December 1995, as its Executive Vice President from 1987 to October 1991 and as its Senior Executive Vice President and Treasurer from October 1991 to December 1995. He has been a member of our Board of Directors since 1969. Mr. Valentine was also a member of our Compensation Committee until April 28, 2004 (when that Committee was terminated and its responsibilities assumed by the CNG Committee) and was a member of the Stock Option Committee until February 27, 1997 (when that Committee was disbanded). Mr. Valentine is the brother-in-law of Jasper B. Sanfilippo, our Chairman of the Board and Chief Executive Officer, the father of Michael J. Valentine, a director and an executive officer, and James A. Valentine, an executive officer. Mr. Valentine is the uncle of Jasper B. Sanfilippo, Jr. and Jeffrey T. Sanfilippo, both of whom are executive officers and directors of our company. Mr. Valentine is also the uncle by marriage of Timothy R. Donovan, a director of our company.

Michael J. Valentine, Executive Vice President Finance, Chief Financial Officer and Secretary and Director, age 46 Mr. Valentine has been employed by us since 1987 and in January 2001 was named Executive Vice President Finance, Chief Financial Officer and Secretary. Mr. Valentine was elected as a director of our company in April 1997. Mr. Valentine served as our Senior Vice President and Secretary from August 1999 to January 2001. He served as Vice President and Secretary from December 1995 to August 1999. He served as our Assistant Secretary and General Manager of External Operations from June 1987 and 1990, respectively, to December 1995. Mr. Valentine is the son of Mathias A. Valentine, the President and a director of our company, the brother of James A. Valentine, an executive officer of our company, the nephew of Jasper B. Sanfilippo, our Chairman of the Board and Chief Executive Officer, and cousin of Jasper B. Sanfilippo, Jr. and Jeffrey T. Sanfilippo, both of whom are executive officers and directors. Mr. Valentine is also a first cousin by marriage of Timothy R. Donovan, a director of our company.

Jeffrey T. Sanfilippo, Executive Vice President Sales and Marketing and Director, age 42 Mr. Sanfilippo has been employed by us since 1991 and was named its Executive Vice President Sales and Marketing in January 2001. Mr. Sanfilippo became a director of our company in August 1999. He served as Senior Vice President Sales and Marketing from August 1999 to January 2001 and as General Manager West Coast Operations from September 1991 to September 1993. He served as Vice President West Coast Operations and Sales from October 1993 to September 1995. He served as Vice President Sales and Marketing from October 1995 to August 1999. Mr. Sanfilippo is the son of Jasper B. Sanfilippo, our Chairman of the Board and Chief Executive Officer, the nephew of Mathias A. Valentine, our President and a director, the brother of Jasper B. Sanfilippo, Jr., an executive officer and director, the cousin of Michael J. Valentine, an executive officer and director, and James A. Valentine, an executive officer. Mr. Sanfilippo is also a first cousin by marriage of Timothy R. Donovan, a director of our company.

Timothy R. Donovan, Director, age 49 In March 2004, Mr. Donovan became a member of the board of directors of Tenneco Automotive Inc., one of the world's largest producers of emissions control and ride control systems and products for the automotive industry. Mr. Donovan began serving as Tenneco Automotive's Senior Vice President General Counsel in August 1999. In December 2001, Mr. Donovan was promoted to Executive Vice President and

General Counsel, where he served through July 2005. In addition to these positions, Mr. Donovan assumed the responsibility of Managing Director of Tenneco's International Group from May 2001 to October 2004, which additional responsibility was transitioned to Managing

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Director-Asia Pacific from October 2004 through July 2005, with responsibility for Australia, New Zealand, Asia and the Japanese original equipment business. In July 2005, Mr. Donovan was promoted to Tenneco Automotive's Executive Vice President-Strategy and Business Development and General Counsel. Mr. Donovan was elected as a member of our Board of Directors in October 1999 and serves as the chairman of the Audit Committee and a member of the CNG Committee. Mr. Donovan is a nephew by marriage of Messrs. Jasper B. Sanfilippo and Mathias A. Valentine, both of whom are executive officers and directors, and the first cousin by marriage of Jasper B. Sanfilippo, Jr., Jeffrey T. Sanfilippo, Michael J. Valentine and James A. Valentine, each of whom is an executive officer and certain of whom are also directors. Mr. Donovan was a partner in the law firm of Jenner & Block LLP from 1989 until his resignation in September 1999, and from approximately 1997 through 1999 served as the Chairman of the firm's Corporate and Securities Department and as a member of its Executive Committee. Mr. Donovan joined Jenner & Block LLP in 1982 after serving as a staff trial attorney at the Chicago District Counsel's Office of the Internal Revenue Service.

Jasper B. Sanfilippo, Jr., Executive Vice President Operations and Director, age 37 Mr. Sanfilippo was appointed as a member of the Board of Directors in December 2003 upon the recommendation of our senior management and the unanimous approval of the Board of Directors. Mr. Sanfilippo has been employed by us since 1992 and in 2001 was named Executive Vice President Operations, retaining his position as Assistant Secretary, which he assumed in December 1995. He became our Senior Vice President Operations in August 1999 and served as Vice President Operations between December 1995 and August 1999. Prior to that, Mr. Sanfilippo was the General Manager of our Gustine, California facility beginning in October 1995, and from June 1992 to October 1995 he served as Assistant Treasurer and worked in our Financial Relations department. Mr. Sanfilippo is the son of Jasper B. Sanfilippo, our Chairman and Chief Executive Officer, the nephew of Mathias A. Valentine, our President and a member of the Board of Directors, the brother of Jeffrey T. Sanfilippo and the cousin of Michael J. Valentine, both of whom are executive officers and members of the Board of Directors, and James A. Valentine, one of our executive officers. Mr. Sanfilippo is also a first cousin by marriage of Timothy R. Donovan, a member of our Board of Directors.

DIRECTOR WHOSE TERM EXPIRES AT ANNUAL MEETING

The name of and certain information regarding the director whose term expires at the Annual Meeting is set forth below.

John W. A. Buyers, Director, age 77 Mr. Buyers is Chairman of the Board of C. Brewer and Company, Limited (C. Brewer), a real estate holding company, where he has served since 1982 and as Chief Executive Officer from 1975 to 2001. Mr. Buyers is also the Chairman of the Board of Buyco, Inc., the privately held parent company of C. Brewer, and has served in those capacities since 1986. Mr. Buyers is Chairman & Chief Executive Officer of D. Buyers Enterprises, LLC (DBE) since 2001. DBE is a company of diversified agriculture, frozen juice, real estate development, and management. In addition, Mr. Buyers currently serves on the board of directors of First Hawaiian Bank, ML Macadamia Orchards, L.P. and Outrigger Enterprises, Inc. Mr. Buyers has been a member of the John B. Sanfilippo & Son, Inc.'s Board of Directors since January 1992 and is a member of our Audit Committee and our CNG Committee.

CORPORATE GOVERNANCE

On June 21, 2004, Jasper B. Sanfilippo, his spouse Marian Sanfilippo and their five children (two of whom are directors and executive officers of our company) jointly filed Schedule 13D indicating their intention to act together as a group. This group beneficially owns shares entitled to cast 52.2% of votes eligible to be cast on matters submitted to stockholders generally (other than the election of directors which are elected as described above). Accordingly, under Nasdaq Marketplace Rule 4350(c)(5), we qualify as a controlled company. In accordance with the provisions of the Nasdaq rules applicable to controlled companies, we are not required to have (i) a majority of independent directors, (ii) a nominating and corporate governance committee comprised solely of independent directors, or (iii) a compensation committee comprised solely of independent directors. Nevertheless, our CNG Committee is comprised solely of independent directors.

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COMMITTEES AND MEETINGS OF THE BOARD OF DIRECTORS

Board Operations

Our Board of Directors met five times during fiscal 2005. All directors attended at least 75% of such meetings and the committees of the Board of Directors on which they served, and all directors attended the 2004 annual meeting of stockholders. Standing committees of the Board of Directors include the Audit Committee and the CNG Committee. The Audit Committee and CNG Committee have each adopted a charter which governs their activities. These committee charters are available on our website at www.jbssinc.com.

Audit Committee

The Audit Committee provides oversight on matters relating to accounting, financial reporting, internal control, auditing and regulatory compliance activities. The Audit Committee also has sole authority to retain and terminate the independent auditor that audits our annual consolidated financial statements, evaluates the independence of the auditors, and arranges with the auditors the scope of the audit to be undertaken by them. In addition, this committee reviews our audited financial statements with management and the independent auditors, recommends whether such audited financial statements should be included in our Annual Report on Form 10-K and prepares a report to shareholders to be included in our proxy statement. Further, the Audit Committee reviews related party transactions for potential conflict of interest situations and makes inquiries as to whether such transactions would stand the test of competitive bids or arms length negotiations with an independent party. The Audit Committee is comprised of Timothy R. Donovan, John W. A. Buyers and Governor Jim Edgar, and following the Annual Meeting would include Daniel M. Wright if elected to the Board by the holders of our Common Stock. The Audit Committee held five meetings during fiscal 2005. The Board of Directors has determined that (i) each member of the Audit Committee is an independent director as defined in Section 4200(a)(15) of the Nasdaq Marketplace Rules, (ii) each member of the Audit Committee is independent for purposes of Section 10A of the Exchange Act, and (iii) Mr. Donovan, the chair of the Audit Committee, is an audit committee financial expert as defined by the Securities and Exchange Commission (the Commission). In addition, the Board of Directors has determined that Mr. Wright also qualifies as an audit committee financial expert.

Compensation, Nominating and Corporate Governance Committee

On April 28, 2004, the Board of Directors approved the termination of the Compensation Committee and the creation of the CNG Committee. As a controlled company, we are not required to maintain an independent committee overseeing our compensation, nominating and corporate governance policies and practices. However, as a matter of good corporate governance, the Board of Directors has determined that our best interests are served by adopting such practices.

The CNG Committee reviews and makes recommendations to the Board of Directors with respect to the salaries, bonuses and other compensation of officers and other executives, including matters relating to stock options, which are determined by the entire Board of Directors. In addition to the duties of the previously active Compensation Committee, the CNG Committee screens candidates considered for election to the Board of Directors. The CNG Committee makes recommendations on matters related to the practices, policies and procedures of the Board of Directors and takes a leadership role in shaping our system of corporate governance. As part of its duties, the CNG Committee assesses the size, structure and composition of the Board of Directors and committees of the Board, coordinates evaluation of Board performance and reviews Board compensation.

The CNG Committee is comprised of Governor Jim Edgar, Chairman; John W.A. Buyers and Timothy R. Donovan, and following the Annual Meeting would include Daniel M. Wright if elected to the Board by the holders of our Common Stock. Each member of the CNG Committee is an independent director as defined in Section 4200(a)(15) of the Nasdaq Marketplace Rules. The CNG Committee held two meetings during fiscal 2005.

Stockholder Communication with Directors

We recognize the importance of providing our stockholders with the ability to communicate with members of the Board of Directors. Accordingly, we have established a policy for stockholder communications with directors. This policy is not intended to cover communications of complaints regarding accounting or auditing matters, with respect to which we have established the Anonymous Incident Reporting System for Accounting and Auditing Matters, which is posted on our website

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at *www.jbssinc.com*. Stockholders wishing to communicate with the Board of Directors as a whole, or with certain directors individually, may do so by sending a written communication to the following address:

John B. Sanfilippo & Son, Inc.
Stockholder Communications with Directors
Attn: Corporate Secretary
2299 Busse Road
Elk Grove Village, IL 60007

Each stockholder communication should include an indication of the submitting stockholder's status as a stockholder and eligibility to submit such communication. Each such communication will be received for handling by our Secretary for the sole purpose of determining whether the contents represent a communication to the Board of Directors or an individual director. The Secretary will maintain originals of each communication received and provide copies to the addressee(s) and any appropriate committee(s) or director(s) based on the expressed desire of the communicating stockholder. The Board of Directors or the applicable individual director may elect to respond to the communication as each deems appropriate.

Director Attendance at Meetings

It is expected that each member of the Board of Directors will be available to attend all regularly scheduled meetings of the Board and any committees on which the director may serve, as well as our annual meeting of stockholders, after taking into consideration the director's other business and professional commitments, including service on the boards of other companies. Each director is expected to make his or her best effort to attend all special Board and Committee meetings.

DIRECTOR NOMINATIONS

Director Qualifications

While there is no single set of characteristics required to be possessed by each member of the Board of Directors, the CNG Committee will consider whether to nominate a candidate for director based on a variety of criteria, including: (i) the candidate's personal integrity; (ii) whether the candidate has demonstrated achievement in one or more forms of business, professional, governmental, communal, scientific or educational endeavor sufficient to enable the candidate to make a significant and immediate contribution to the Board's discussion and decision-making in the array of complex issues facing our company; (iii) the level of familiarity of the candidate with our business and competitive environment; (iv) the ability of the candidate to function effectively in an oversight role; (v) the candidate's understanding of the issues affecting public companies of a size and complexity commensurate with our business; and (vi) whether the candidate has, and is prepared to devote, adequate time to the Board of Directors and its committees. Under exceptional and limited circumstances, the CNG Committee may approve the candidacy of a candidate notwithstanding the foregoing criteria if the CNG Committee believes the service of such nominee is in our best interests and those of our stockholders. In addition, the CNG Committee will ensure that:

at least three of the directors serving at any time on the Board of Directors are independent, as defined under the rules of the principal stock market on which our common shares are listed for trading;

at least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of the principal stock market on which our common shares are listed for trading;

at least one of the directors qualifies as an audit committee financial expert under the rules of the Commission; and

at least some of the independent directors have experience as senior executives of a public or substantial private company.

From time to time, the CNG Committee may engage a third party for a fee to assist in identifying potential director candidates.

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Nominations of Directors by Stockholders

The CNG Committee does not solicit, but will consider, nominees for director submitted by holders of our Common Stock and Class A Stock. The CNG Committee follows the same process and uses the same criteria for evaluating candidates proposed by stockholders as it uses for all other candidates.

Stockholders wishing to nominate a director candidate may do so by sending the candidate's name, biographical information and qualifications to the CNG Committee care of the Corporate Secretary, John B. Sanfilippo & Son, Inc., 2299 Busse Road, Elk Grove Village, Illinois 60007. In addition to demonstrating the nominee's compliance with the criteria set forth above, all director nominations submitted by our stockholders must provide all information that would be required to be disclosed in a proxy statement with respect to the election of directors pursuant to the Exchange Act, along with a statement of any relationship between the nominating stockholder and the nominee, the number of shares of stock owned by the nominating stockholder, and the length of time such shares have been held. To be considered, the submission must be received by us on or before the date applicable for stockholder proposals pursuant to Rule 14a-8 under the Exchange Act, as described below.

AUDIT COMMITTEE REPORT

Our Audit Committee has (1) reviewed and discussed the audited financial statements with management, (2) discussed with PricewaterhouseCoopers LLP, our independent auditors, the matters required to be discussed by the Statement on Auditing Standards No. 61, and (3) received the written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1, and has discussed the auditors' independence with the independent auditors. Based upon these discussions and reviews, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2005 and filed with the Commission.

Respectfully submitted by the members of the Audit Committee of the Board of Directors.

Timothy R. Donovan, Chairman

John W. A. Buyers

Governor Jim Edgar

The information contained in the preceding report shall not be deemed to be soliciting material or to be filed with the Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except to the extent that we specifically incorporate it by reference in such filing.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Compensation of Directors

Compensation to directors who are not employees of our company is paid at the rate of \$30,000 per year plus \$1,500 for each Board meeting attended, \$1,000 for each telephonic meeting of the Board of Directors in which they participate, \$1,500 for each committee meeting attended and \$1,000 for each telephonic committee meeting in which they participate. In addition, the Audit Committee Chairman will receive \$10,000 per year and the CNG Committee Chairman will receive \$5,000 per year. Directors are also reimbursed for their expenses incurred in attending such meetings. Directors who are employees of our company receive no additional compensation for their services as directors.

Under the 1998 Equity Incentive Plan (the 1998 Plan), a director who is not an employee of our company, our subsidiary, or any of their affiliates (an Outside Director) is granted an option to purchase 1,000 shares of Common Stock on the date of his or her election to the Board of Directors, and on each date of his or her re-election to the Board of Directors. Options granted to Outside Directors under the 1998 Plan are granted at an exercise price equal to the Fair Market Value (as defined in the 1998 Plan) of a share of Common Stock on the date of grant. Options granted to Outside Directors will become exercisable in equal increments of 250 shares of Common Stock on the first four anniversaries of the date of grant and expire 10 years following the

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date of grant. On October 26, 2004, Mr. Buyers, Mr. Donovan and Governor Edgar each were granted an option to purchase up to 1,000 shares of Common Stock at an exercise price of \$16.25 per share under the 1998 Plan.

Executive Compensation

The following table sets forth a summary of compensation for services rendered to us in all capacities during the fiscal year ended June 30, 2005, the fiscal year ended June 24, 2004 and the fiscal year ended June 26, 2003, paid to or accrued for (i) our Chief Executive Officer, and (ii) each of our five additional most highly compensated executive officers, (collectively the Named Executive Officers).

SUMMARY COMPENSATION TABLE

| Name and Principal Position | Year | Annual Compensation | | | Long Term Compensation Awards Securities Underlying Options | All Other Compensation |
|---|------|---------------------|---------|----------------------|---|-----------------------------|
| | | Salary | Bonus | Other ⁽¹⁾ | | |
| Jasper B. Sanfilippo Chairman of the Board and Chief Executive Officer | 2005 | \$574,993 | \$ 0 | \$3,370 | | \$458,978 ⁽²⁾⁽³⁾ |
| | 2004 | 556,270 | 734,183 | 7,035 | | 305,562 |
| | 2003 | 508,029 | 390,343 | 7,113 | | 60,801 |
| Mathias A. Valentine President | 2005 | \$373,227 | \$ 0 | \$2,988 | | \$104,060 ⁽³⁾⁽⁴⁾ |
| | 2004 | 361,079 | 476,342 | 3,898 | | 155,129 |
| | 2003 | 329,721 | 253,205 | 4,300 | | 50,882 |
| Michael J. Valentine Executive Vice President Finance, Chief Financial Officer and Secretary | 2005 | \$252,154 | \$ 0 | \$4,519 | 5,000 | \$ 5,585 ⁽⁵⁾ |
| | 2004 | 216,923 | 277,888 | 7,502 | | 6,635 |
| | 2003 | 197,539 | 142,006 | 3,642 | | 4,879 |
| Jeffrey T. Sanfilippo Executive Vice President Sales and Marketing | 2005 | \$252,154 | \$ 0 | \$2,013 | 5,000 | \$ 5,201 ⁽⁶⁾ |
| | 2004 | 216,923 | 277,888 | 1,223 | | 5,585 |
| | 2003 | 197,539 | 142,006 | 2,031 | | 4,919 |
| James A. Valentine Executive Vice President Information Technology | 2005 | \$252,154 | \$ 0 | \$6,016 | 5,000 | \$ 3,830 ⁽⁷⁾ |
| | 2004 | 216,923 | 277,888 | 6,014 | | 3,448 |
| | 2003 | 196,923 | 141,508 | 6,012 | | 3,219 |
| Jasper B. Sanfilippo, Jr. Executive Vice President Operations | 2005 | \$252,154 | \$ 0 | \$6,004 | 5,000 | \$ 4,414 ⁽⁸⁾ |
| | 2004 | 216,923 | 277,888 | 6,004 | | 756 |
| | 2003 | 196,923 | 141,508 | 6,003 | | 680 |

(1) None of the Named Executive Officers received perquisites in excess of the

lesser of
\$50,000 or 10%
of the aggregate
of such officer's
salary and
bonus. The
Other Annual
Compensation
reflected is our
reimbursement
to the named
executives for
the tax liability
incurred by the
named
executives for a
life insurance
benefit as
described in the
subsequent
footnotes.

- (2) Includes
\$424,225 of
premiums paid
by us under the
amended
split-dollar
agreement with
Mr. Sanfilippo
covering certain
joint and
survivor life
insurance
policies issued
on the joint lives
of Jasper B.
Sanfilippo and
his spouse. Also
includes

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\$24,243 of life insurance premiums and \$6,300 of matching contributions to the 401(k) Plan. During 2005, we paid \$4,210 for the term portions of the split-dollar life insurance premiums of Mr. Sanfilippo.

- (3) On December 23, 2003, the ownership of certain joint and survivor life insurance policies under equity collateral assignment arrangements was transferred from Messrs. Sanfilippo and Valentine to us. Prior to December 23, 2003, Messrs. Sanfilippo and Valentine were the owners of these policies and we paid the annual insurance premiums in exchange for a collateral assignment of the death benefit under such policies in an amount equal to the cumulative premiums paid. Following the transfer of ownership of these policies to us, the

collateral assignments were released and these arrangements were converted into non-equity endorsement arrangements whereby, upon the death of the insured, we will receive the proceeds from the death benefit under the policies up to the amount of the cumulative premiums paid for such policies, and the beneficiaries named by the insured receive any remaining death benefit.

- (4) Includes \$65,338 of premiums paid by us under the amended split-dollar agreement with Mr. Valentine covering certain joint and survivor life insurance policies issued on the joint lives of Mathias A. Valentine and his spouse. Also includes \$15,984 of life insurance premiums and \$2,532 of matching contributions to the 401(k) Plan. During 2005, we paid \$20,206 for the term portions of the split-dollar life insurance

premiums of
Mr. Valentine.

- (5) Includes \$4,674 of matching contributions to the 401(k) Plan and \$911 of life insurance premiums paid by us for fiscal 2005.
- (6) Includes \$4,290 of matching contributions to the 401(k) Plan and \$911 of life insurance premiums paid by us for fiscal 2005.
- (7) Includes \$2,919 of matching contributions to the 401(k) Plan and \$911 of life insurance premiums paid by us for fiscal 2005.
- (8) Includes \$3,503 of matching contributions to the 401(k) Plan and \$911 of life insurance premiums paid by us for fiscal 2005.

Option Grant Table

The following table sets forth certain information concerning the grant of stock options made to each of the Named Executive Officers during fiscal 2005.

OPTION GRANTS IN LAST FISCAL YEAR

| | Individual Grants | | | Potential Realizable Value at Assumed Annual Rates |
|---------|-------------------|--------------------|----------------|--|
| | % of Total | Options Granted to | Exercise Price | |
| Options | | | Expiration | |

| Name | Granted (#) ⁽¹⁾ | Employees in Fiscal Year (2) | (\$/Share) | Date | of Stock Price Appreciation | |
|---------------------------|-------------------------------|--|------------|----------|---|----------|
| | | | | | for Option Term ⁽³⁾ 5% (\$) | 10% (\$) |
| Jasper B. Sanfilippo | | | | | | |
| Mathias A. Valentine | | | | | | |
| Michael J. Valentine | 5,000 | 7.2 | 19.833 | 10/29/09 | 15,890 | 46,021 |
| Jeffrey T. Sanfilippo | 5,000 | 7.2 | 19.833 | 10/29/09 | 15,890 | 46,021 |
| James A. Valentine | 5,000 | 7.2 | 19.833 | 10/29/09 | 15,890 | 46,021 |
| Jasper B. Sanfilippo, Jr. | 5,000 | 7.2 | 19.833 | 10/29/09 | 15,890 | 46,021 |

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- (1) The stock options reflected above expire if the individual's employment with the Company terminates. The stock options set forth above are exercisable with respect to the Common Stock underlying such options 25% annually commencing on the first anniversary of the date of the grant and become fully exercisable on the fourth anniversary of the date of the grant.
- (2) Based on a total of 69,000 shares subject to options granted to employees under our 1998 Equity Incentive Plan in fiscal 2005.
- (3) Amounts represent hypothetical gains or option spreads that could be achieved for the respective options based on assumed

annual compound stock appreciation rates of 5% and 10% over the original full five-year term of these options. The 5% and 10% rates of stock appreciation are mandated by rules of the Securities and Exchange Commission and do not represent the Company's estimate of the future market price of the Common Stock.

Option Exercises and Holdings

The following table sets forth the certain information regarding option exercises during fiscal 2005 by each of the Named Executive Officers and the number and value of securities underlying options held by each of the Named Executive Officers at June 30, 2005.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FY-END OPTION VALUES

| Name | Shares Acquired on Exercise (#) | Value Realized (\$) | Number of Unexercised Options at Fiscal-Year End (#) | Value of Unexercised in the Money Options at Fiscal - Year End(\$) |
|---------------------------|---|------------------------|--|--|
| | | | Exercisable/Unexercisable | Exercisable/Unexercisable |
| Jasper B. Sanfilippo | | | | |
| Mathias A. Valentine | | | | |
| Michael J. Valentine | | | 0/5,000 | \$ 0/16,135 |
| Jeffrey T. Sanfilippo | | | 0/5,000 | \$ 0/16,135 |
| James A. Valentine | | | 0/5,000 | \$ 0/16,135 |
| Jasper B. Sanfilippo, Jr. | | | 0/5,000 | \$ 0/16,135 |

Incentive Compensation Program

Under the Incentive Bonus Program in effect for fiscal 2005, cash bonuses were awarded based on our earnings per share and varied according to each qualifying employee's job category. There were no bonuses paid in fiscal 2005 under the Incentive Bonus Program because our earnings per share were below the levels specified in the Incentive Bonus Program. For fiscal 2004, we paid aggregate bonuses under the Incentive Bonus Program of \$4,192,127 in August 2004. For fiscal 2003, we paid bonuses of \$2,776,435 in August 2003.

On August 25, 2005, the CNG Committee approved an Incentive Compensation Program to provide qualifying employees, including executive officers, with cash bonuses. The Incentive Compensation Program is in effective for fiscal 2006. The Incentive Compensation Program replaces our Incentive Bonus Program which was established in 1997. The Incentive Compensation Program was developed with the assistance of an independent consulting firm which specializes in compensation matters. The purpose of this program is to attract, retain and reward leadership talent as well as align pay with company performance. Under the Incentive Compensation Program, the level of incentive compensation is based upon achievement of goals related to the growth in net income, growth in revenue, return on average invested capital and employee safety. The payment of five percent of each eligible employee's incentive compensation is discretionary which allows management to recognize exceptional performance or to detract for underperformance. The employees eligible to participate in the Incentive Compensation Program are divided into categories and the relative weighting of the factors is varied among the categories to reflect the relative importance of the Factors to each employee category. Employee safety is only a factor for eligible operations employees. If the Company's performance on any factor is below the threshold performance levels, that portion of the incentive compensation will be reduced, and if the Company's performance is below 80% of the goal for a particular factor, no incentive compensation will be earned with respect to that factor. If the 80% threshold is not achieved for

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the net income growth factor, then no incentive compensation will be awarded regardless of the performance on the other determining factors.

Supplemental Retirement Plan

On August 25, 2005, the CNG Committee approved the terms of the John B. Sanfilippo & Son, Inc. Supplemental Retirement Plan (the "SERP") covering certain executive officers of the Company. The purpose of the SERP is to provide unfunded, non-qualified deferred compensation benefits upon retirement, disability or death to a select group of management and key employees of the Company. Participants with at least five years of employment are eligible to receive monthly benefits from the SERP after separating from service with the Company, provided such Participant's employment is not terminated for cause as defined in the SERP.

The CNG Committee approved the following executive officers of the Company as participants in the SERP, effective as of August 25, 2005: Jasper B. Sanfilippo, Mathias A. Valentine, Michael J. Valentine, Jeffrey T. Sanfilippo, Jasper B. Sanfilippo, Jr., and James A. Valentine.

The estimated annual benefit levels under the SERP based on earnings, years of service and age 65

| Average Earnings | 5 | 10 | 15 | 20 | 25 |
|------------------|------------|------------|------------|------------|------------|
| \$ 200,000 | \$ 25,000 | \$ 50,000 | \$ 75,000 | \$ 100,000 | \$ 100,000 |
| \$ 400,000 | \$ 50,000 | \$ 100,000 | \$ 150,000 | \$ 200,000 | \$ 200,000 |
| \$ 600,000 | \$ 75,000 | \$ 150,000 | \$ 225,000 | \$ 300,000 | \$ 300,000 |
| \$ 800,000 | \$ 100,000 | \$ 200,000 | \$ 300,000 | \$ 400,000 | \$ 400,000 |
| \$1,000,000 | \$ 125,000 | \$ 250,000 | \$ 375,000 | \$ 500,000 | \$ 500,000 |
| \$1,200,000 | \$ 150,000 | \$ 300,000 | \$ 450,000 | \$ 600,000 | \$ 600,000 |
| \$1,400,000 | \$ 175,000 | \$ 350,000 | \$ 525,000 | \$ 700,000 | \$ 700,000 |

Years of service under the SERP at age 65 for Michael J. Valentine, Jeffrey T. Sanfilippo, Jasper B. Sanfilippo, Jr., and James A. Valentine would be 37, 37, 41 and 43, respectively.

Jasper B. Sanfilippo and Mathias A. Valentine will begin to receive benefits after age 65. Their final benefit is contingent upon the year they retire and what their consecutive 5-year average base salary and bonus earned during their final 10 years of service.

If a participant in the SERP separates from service on or after age 65, benefits will be payable to the participant for life. The monthly installments will be paid at a rate equal to (a) one-twelfth of 50% of the participant's highest consecutive 5-year average base salary and bonus earned during the participant's final 10 years of service, multiplied by (b) the number of full years employed by the Company divided by the greater of 20 or the number of full years the participant would have been employed if he had been employed by the Company from his hire date through attainment of age 65 (which quotient shall not exceed 1.0). In the event the participant's benefits commence after his attainment of age 65, his benefit will be the greater of the actuarial equivalent of the benefit which would have been payable at age 65 or the benefit as otherwise available under the SERP. Two of the participants in the SERP have already reached age 65. If the participant has a beneficiary (the beneficiary being determined when benefits commence), the benefits will be in the form of a joint and 100% contingent annuitant benefit, which is the actuarial equivalent of the participant's life-only benefit. If a participant separates from service prior to age 65 and has achieved ten years of service, certain early retirement benefits may be available.

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**JOINT REPORT OF THE BOARD OF DIRECTORS AND THE CNG COMMITTEE
ON EXECUTIVE COMPENSATION**

Executive Compensation Principles

Our Executive Compensation Program is currently overseen by the CNG Committee. The Executive Compensation Program is based on principles designed to align executive compensation with our company's objectives, management initiatives and business financial performance. These principles are applied by the Board of Directors and the CNG Committee to:

Attract and retain key executives critical to our success.

Reward executives for long-term strategic management and the enhancement of stockholder value; and

Support a performance-oriented environment that rewards performance based on our company's goals.

Overview of Fiscal 2005 Executive Compensation Program

Our total compensation program for our executive officers in fiscal 2005 consists of both cash and, except with respect to Jasper B. Sanfilippo and Mathias A. Valentine, equity based compensation. Each executive officer's annual compensation consists of a base salary, eligibility for matching contributions to the 401(k) Plan and eligibility for an annual bonus under the Incentive Compensation Program. In addition, we provide life insurance (including split-dollar life insurance) for certain executive officers. In establishing executive officer compensation, the CNG Committee determines the level of base salary for key executive officers, including the Chief Executive Officer, and a base salary range for other executive officers. The CNG Committee generally determines such salary or salary range based on a number of factors and criteria, including the salaries paid by us to our executive officers during the immediately preceding year, the rate of inflation, our performance during the immediately preceding fiscal year, the performance of the executive officer during the immediately preceding fiscal year and the salaries paid to the executive officers of certain other companies engaged in the food or agricultural commodity business with annual sales of less than \$1.0 billion (the Compensation Comparison Group). For 2006 and beyond, the CNG Committee has determined that the Compensation Comparison Group will be expanded to include public companies of comparable size in other industries. The weight and importance given each year to the foregoing factors, the individual components of each factor and the decision whether to consider additional factors, lies within the subjective discretion of the CNG Committee. The compensation levels of our executive officers are generally below compensation levels that would be affected by the limitations on the deduction of executive salaries imposed by Section 162(m) of the Code (Section 162(m)). However, the CNG Committee recognizes the need to retain flexibility to make compensation decisions that may not meet the Section 162(m) limitations when necessary to enable us to meet our overall objectives, even if we may not deduct all of the compensation. Accordingly, the CNG Committee may determine that approving non-deductible compensation in appropriate circumstances is in our best interests. For fiscal 2005, Jasper B. Sanfilippo received compensation in excess of the \$1 million deduction limitation under Section 162(m) primarily as a result of his salary plus premiums paid by us under the amended Split Dollar Agreement. The 1998 Plan provides for certain limits, consistent with Section 162(m) and the regulations promulgated thereunder, on the maximum number of shares of Common Stock subject to options that may be granted to any grantee in any one calendar year.

Fiscal 2005 Executive Compensation

Our fiscal 2005 year consisted of the fifty-three week period ended June 30, 2005. Our fiscal 2004 year consisted of the fifty-two week period ended June 24, 2004. Our fiscal 2003 year consisted of the fifty-two week period ended June 26, 2003.

The base salaries and salary ranges for our executive officers are generally determined at the first meeting of the CNG Committee and Board of Directors of the fiscal year. Accordingly, fiscal 2005 base salaries and salary ranges include one-half year of amounts set as of the beginning of calendar 2005.

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The CNG Committee primarily based calendar 2003, 2004 and 2005 salaries and salary ranges of our executive officers, including the Chief Executive Officer, on the salaries paid to such executive officers in 2002, 2003 and 2004, respectively. For calendar 2003, 2004 and 2005, such base salaries and salary ranges were generally increased by a percentage slightly greater than the percentage change in the Consumer Price Index in 2002, 2003 and 2004, respectively. The exception to the salary adjustments was the Chief Executive Officer and President whose base salaries in 2005 remained the same as their respective salaries at the end of 2004. The CNG Committee did not use the salaries of executive officers of the Compensation Comparison Group to establish base salaries and salary ranges for our executive officers, including the Chief Executive Officer, but did compare its determination of such salaries and salary ranges against the base salaries reported for executive officers of the Compensation Comparison Group as an independent measure of reasonableness. The calendar 2003, 2004 and 2005 base salaries for our executive officers set by the CNG Committee were, in general, at the low to medium ranges when compared to the base salaries of the Compensation Comparison Group executives. However, the CNG Committee does not currently have an established policy with regard to the salaries and salary ranges of our executive officers, including the salary of the Chief Executive Officer, relative to the salaries paid to the Compensation Comparison Group executive officers. Incentive compensation for our executive officers for fiscal 2005 was considered in accordance with the Incentive Bonus Program. Under the Incentive Bonus Program in effect for fiscal 2005, each executive officer would receive a set percentage of his or her salary as a bonus if our earnings per share for the prior fiscal year met or exceeded specified levels, which percentage would increase as our earnings per share increased. The Board of Directors, when it adopted the Incentive Bonus Program, set the earnings per share targets and salary percentages for executive officers based on the subjective judgment of the directors, as well as management's recommendations regarding a number of factors such as position held and annual performance. We paid bonuses to our executive officers under the Incentive Bonus Program of \$0, \$3,101,711 and \$1,646,320, in the aggregate, for fiscal 2005, for fiscal 2004 and fiscal 2003, respectively. The CNG Committee replaced the Incentive Bonus Program with an Incentive Compensation Program on August 25, 2005. The Incentive Compensation Program is in effect for fiscal 2006. (See Compensation of Directors and Executive Officers).

We provide long-term incentives to our executive officers through our stock option plans. Through the award of stock option grants, the objective of aligning executive officers' long-range interests with those of our stockholders is met by providing the executive officers with the opportunity to build a meaningful stake in our company. In fiscal 2005, fiscal 2004 and fiscal 2003, the Board of Directors awarded stock options under the 1998 Plan to certain of our executive officers (other than Jasper B. Sanfilippo and Mathias A. Valentine, who are not currently eligible to participate in the 1998 Plan).

Executive officers are eligible to participate in our 401(k) Plan, and may receive company matching contributions. Executive officers as a group had \$51,761, \$55,924 and \$34,423 contributed as matching funds under the 401(k) Plan for fiscal 2005, fiscal 2004 and fiscal 2003, respectively. We provide certain executive officers with life insurance. We also maintain split-dollar life insurance policies on the joint lives of Jasper B. Sanfilippo and his spouse and Mathias A. Valentine and his spouse (see Executive Compensation Summary Compensation Table). In December 2003, the ownership of certain of these policies was transferred to us and all existing equity collateral assignment arrangements were converted into non-equity endorsement arrangements.

The CNG Committee and the Board of Directors believe that their respective grants of compensation awards will produce significant long-term compensation for periods when our performance objectives are met.

Fiscal 2005 Chief Executive Officer Compensation

The Chief Executive Officer's fiscal 2005 base salary remained fixed at \$563,673. The Chief Executive Officer's fiscal 2005 base salary was well within the range of the base salaries of chief executive officers of the companies in the Compensation Comparison Group. Governor Jim Edgar, John W. A. Buyers and Timothy R. Donovan, as the non-employee directors on the CNG Committee at the beginning of fiscal 2005 utilized their broad knowledge of executive pay practices in the food industry to establish the Chief Executive Officer's base salary. The Chief Executive Officer was awarded a bonus of \$0, \$734,183 and \$390,343 for fiscal 2005, fiscal 2004 and fiscal 2003, respectively, pursuant to the formula established for him under the Incentive Bonus Program as described above. In fiscal 2005, we also provided the Chief Executive Officer with life insurance and split-dollar life insurance as described in greater

detail above.

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CNG Committee

Governor Jim Edgar, Chairman
John W. A. Buyers
Timothy R. Donovan

Board of Directors

Jasper B. Sanfilippo
Mathias A. Valentine
Michael J. Valentine
Jeffrey T. Sanfilippo
Jasper B. Sanfilippo, Jr.
Governor Jim Edgar
John W. A. Buyers
Timothy R. Donovan

The Report of the CNG Committee on Executive Compensation above and the Performance Graph below shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement or any portion hereof into any filing under the Securities Act or the Exchange Act, and shall not otherwise be deemed filed under such Acts.

PERFORMANCE GRAPH

The following Performance Graph compares the cumulative total stockholder return on our Common Stock for the period from June 29, 2000 to June 30, 2005 with the cumulative total return of the Standard & Poor's 500 stock index and a peer group of companies (the Peer Group) which was selected by us for purposes of this comparison and identified below.

TOTAL RETURN INDEX

- (1) Assumes \$100 was invested on June 29, 2000 in our Common Stock, S&P 500 Index and Peer Group, and dividends were reinvested.
- (2) The Peer Group selected by us is comprised of the following companies: J&J Snack Foods., Lance, Inc., Sensient Technologies Corp. and Tootsie Roll Industries, Inc. The Peer Group was selected by us in good faith based upon similarities in the nature of the business of the companies, total revenues and seasonality of business of the companies.

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**COMPENSATION COMMITTEE INTERLOCKS, INSIDER PARTICIPATION
AND CERTAIN TRANSACTIONS**

Below is a summary of certain transactions between us and our directors or executive officers, or persons with whom they are related or entities in which they have an interest. All such transactions have been approved by our Audit Committee and have been, and will continue to be, on terms which we believe to be at least as favorable to us as could be obtained from unaffiliated parties.

Lease Arrangements

We lease a warehousing and retail facility in Des Plaines, Illinois (the Des Plaines Facility) and our production and office facilities at 2299 Busse Road, Elk Grove Village, Illinois (the Busse Road Facility) from land trusts in which the direct and indirect beneficiaries include Jasper B. Sanfilippo and Mathias A. Valentine, both of whom are stockholders, directors and executive officers of our company), their respective spouses, Anne Karacic and Rose Laketa (sisters of Mr. Sanfilippo), Rosalie Sanfilippo (Mr. Sanfilippo's mother) and Rita Zadurski (Ms. Laketa's daughter). The lease for the Des Plaines Facility expires on October 31, 2010 and provides for monthly rent of \$24,459, subject to an increase based on increases in the Consumer Price Index (the CPI) on June 1, 2005. The lease for the Busse Road Facility, as amended, expires on May 31, 2015 and provides for monthly rent of \$84,500, subject to CPI increases on each of June 1, 2007 and June 1, 2012. The leases for the Des Plaines Facility and the Busse Road Facility also require us to pay the real estate taxes on, and to maintain and insure, the Des Plaines Facility and the Busse Road Facility. During fiscal 2005, the aggregate amount of real estate taxes on and insurance premiums paid by us under both leases was approximately \$361,000.

We sublease approximately 300 square feet of the Des Plaines facility to Plasmafuge Systems LLC (Plasmafuge). Plasmafuge is owned by John and James Sanfilippo (both of whom are sons of Jasper B. Sanfilippo), Marian Sanfilippo and Jasper B. Sanfilippo. Plasmafuge pays rent in an amount equal to the rent paid by us for such space. This arrangement is on a month to month basis.

We constructed an addition to the Busse Road Facility (the Addition) which is situated on property owned by the land trust that owns the Busse Road Facility (the Busse Land Trust) and on property owned by us. Accordingly, (i) we and the Busse Land Trust entered into a ground lease with a term beginning January 1, 1995 pursuant to which we lease from the Busse Land Trust the land on which a portion of the Addition is situated and all related improvements thereon (the Busse Addition Property), and (ii) together with the Busse Land Trust and the sole beneficiary of the Busse Land Trust, we entered into a party wall agreement effective as of January 1, 1995, which sets forth the respective rights and obligations of the parties with respect to the common wall which separates the existing Busse Road Facility and the Addition. The ground lease has a term which expires on May 31, 2015 (the same date on which our lease for the Busse Road Facility expires) and requires us to pay the Busse Land Trust annual rent of \$7,260 subject to CPI increases on each of June 1, 2005 and June 1, 2010. We have an option to extend the term of the ground lease for one five-year term, an option to purchase the Busse Addition Property at its then appraised fair market value at any time during the term of the ground lease, and a right of first refusal with respect to the Busse Addition Property. The ground lease also requires us to pay the real estate taxes on, and to insure, the Busse Addition Property. The party wall agreement grants us the right to use and the obligation to participate pro rata with the Busse Partnership (defined below) in the maintenance of the common wall shared by the Addition and Busse Road Facility.

The sole beneficiary of the Busse Land Trust is the Arthur/Busse Limited Partnership (the Busse Partnership). The general partner of the Busse Partnership is Arthur/Busse Properties, Inc. The shareholders of Arthur/Busse Properties, Inc. and the limited partners of the Busse Partnership are Jasper B. Sanfilippo, Marian Sanfilippo (Mr. Sanfilippo's spouse), Mathias A. Valentine, Mary Valentine (Mr. Valentine's spouse), Anne Karacic and Rose Laketa (sisters of Mr. Sanfilippo), and Rosalie Sanfilippo (Mr. Sanfilippo's mother).

The Des Plaines Facility is located on property owned by a land trust of which the sole beneficiary is the 300 East Touhy Limited Partnership (the Touhy Partnership). The general partner of the Touhy Partnership is Touhy Properties, Inc. The shareholders of Touhy Properties, Inc. and the limited partners of the Touhy Partnership are Jasper B. Sanfilippo, Marian Sanfilippo, Mathias A. Valentine, Mary Valentine, Anne Karacic, Rose Laketa and Rita Zadurski. In connection with our facility consolidation project, our Board of Directors has appointed an independent committee to explore alternatives with respect to our existing leases for the properties owned by the related party partnerships. The

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Company may be required to incur costs and/or enter into other arrangements with the related party partnerships in this regard, however, the amount of any such costs or the nature of any such arrangements have not been determined.

Supplier, Vendor, Broker and Other Arrangements

During fiscal 2005, we purchased approximately \$8.48 million of raw materials and \$90 thousand of supplies and services from Clear Lam Packaging, Inc. (Clear Lam) an entity in respect of which Marian Sanfilippo is an officer and owns 11% of the outstanding stock. Jasper B. Sanfilippo, a stockholder, director and executive officer of our company, serves as a director of Clear Lam. The five children of Jasper B. Sanfilippo own the balance of Clear Lam either directly or as equal beneficiaries of a trust. All of the beneficiaries are directors of Clear Lam with two of the beneficiaries being officers of the entity. All five of the beneficiaries are stockholders of our company. Two of the beneficiaries of the trust are officers and directors of our company. We anticipate that we will continue to make such purchases from Clear Lam in fiscal 2006 and thereafter. During fiscal 2005, we leased 436 square feet of its Selma, Texas facility to Clear Lam on a month to month basis. Clear Lam pays a rental fee of \$196.20 a month, a rate that is comparable to that of the other tenant (a non-related party) that leases space at the Selma, Texas facility.

During fiscal 2005, we purchased approximately \$399 thousand of raw materials and \$91 thousand of supplies from JRC Color Corp. (JRC). We anticipate that we will continue to purchase raw materials from JRC in fiscal 2006. JRC is one third owned by Jerome Evon, the son-in-law of Jasper B. Sanfilippo.

During fiscal 2005, we purchased approximately \$139 thousand of supplies and \$35 thousand of raw materials from Barak Business Services (Barak). We anticipate that we will continue to purchase supplies from Barak in fiscal 2006. At the time these purchases were made, Barak was one third owned by Jerome Evon, the son-in-law of Jasper B. Sanfilippo.

During fiscal 2005, we compensated the following employees who are related to our directors or executive officers. Roseanne Christman, Director of Creative Services, is the sister-in-law of Timothy R. Donovan, a director of our company. Roseanne Christman's total compensation for fiscal 2005 was \$154,626 including \$33,371 related to stock options exercised. Lisa Evon, Industrial Sales Manager, is the daughter of Jasper B. Sanfilippo, our Chairman of the Board and Chief Executive Officer, and the sister of Jasper B. Sanfilippo, Jr. and Jeffrey T. Sanfilippo, both of whom are executive officers and directors of our company. Lisa Evon's total compensation for fiscal 2005 was \$92,521. Edward J. Fabsits, Director of Thrift Store Operations, is the brother-in-law of Jasper B. Sanfilippo, our Chairman of the Board and Chief Executive Officer. Edward J. Fabsits' total compensation for fiscal 2005 was \$72,774.

PROPOSAL 3: RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS

The Audit Committee of the Board of Directors has appointed PricewaterhouseCoopers LLP as the independent registered public accounting firm to examine our consolidated financial statements for the fiscal year ending June 29, 2006 and to render other professional services as required, in accordance with our pre-approval policies and procedures described below. The Audit Committee and the Board of Directors, as a matter of Company policy, are submitting the appointment of PricewaterhouseCoopers LLP to shareholders for ratification.

Representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to questions.

Aggregate fees billed by our independent registered public accounting firm, PricewaterhouseCoopers LLP, for audit services related to the most recent two fiscal years, and for other professional services billed in the most recent two fiscal years, were as follows:

| Type of Service | 2005 | 2004 |
|------------------------|---------------------|-------------------|
| Audit Fees (1) | \$ 230,000 | \$ 409,000 |
| Audit-Related Fees(2) | 600,000 | 54,500 |
| Tax Fees (3) | 201,300 | 61,000 |
| All Other Fees (4) | 26,000 | 0 |
| Total | \$ 1,057,300 | \$ 524,500 |

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- (1) Comprised of the audit of our annual financial statements and reviews of our quarterly financial statements, attest services, comfort letters and consents to Commission filings. Fees during 2004 also include services performed in connection with our registered public offering of Common Stock and the restatement of prior period financial statements.
- (2) Comprised of services related to Sarbanes-Oxley Section 404 documentation and consultation in accounting matters.
- (3) Comprised of services for tax compliance, tax planning, and tax service. Tax compliance services include the preparation of our federal and state income tax returns.

- (4) Comprised of advice to a special committee of the Audit Committee and accounting software license.

Reports on our independent auditor's projects and services are presented to the Audit Committee on a regular basis. The Audit Committee is solely responsible for the engagement of our independent auditors. The Audit Committee has established pre-approval policies and procedures for engaging our independent auditors to perform all audit services and permitted non-audit services. The policies and procedures allow for either general pre-approval of designated services or specific pre-approval, depending on the type of service. All services not subject to the general pre-approval framework contained in the policy must be specifically pre-approved by the Audit Committee. Under the policies and procedures, the Audit Committee may delegate pre-approval responsibilities to its chairman or any other member or members. All of the Audit-Related Services, Tax Services and All Other Services described above were approved by the Audit Committee pursuant to our pre-approval policies and procedures.

The Board of Directors recommends a vote FOR ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors for the fiscal year ending June 29, 2006.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our officers and directors, as well as persons who are beneficial owners of more than 10 percent of a registered class of our equity securities, to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the Commission and the Nasdaq Stock Market, and to furnish us with copies of these forms. To our knowledge, based solely on our review of the copies of Forms 3, 4 and 5 submitted to us, we believe there were no instances of noncompliance with the filing requirements imposed by Section 16(a) of the Exchange Act during fiscal 2005 with respect to the foregoing persons.

ANNUAL REPORT ON FORM 10-K

Our annual report on Form 10-K for the fiscal year ended June 30, 2005 has been included in the mailing of this Proxy Statement. Stockholders are referred to the report for financial and other information about us, but such report is not incorporated in this Proxy Statement and is not to be deemed a part of the proxy soliciting material.

STOCKHOLDER PROPOSALS FOR THE 2006 ANNUAL MEETING

To be considered, the submission of a stockholder proposal for our 2006 annual meeting of stockholders must be received by a date not later than the 120th calendar day before the anniversary of the date the prior year's annual meeting proxy statement was released to stockholders. Any stockholder proposal to be considered for inclusion in the proxy materials for our 2005 annual meeting of stockholders must be received at our principal executive offices no later than June 7, 2006 (or if the annual meeting date has changed by more than 30 days, a reasonable time before we begin to print and mail our proxy statement) and must otherwise comply with the requirements of Rule 14a-8 under the Exchange Act.

With respect to our 2006 annual meeting of stockholders, if we are not provided notice of a stockholder proposal by August 21, 2006 (which the stockholder has not previously sought to include in our proxy statement), the management proxies will be allowed to use their discretionary authority as outlined above.

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PROXY SOLICITATION

Proxies will be solicited by mail. Proxies may also be solicited by directors, officers and a small number of our regular employees personally or by mail, telephone or telegraph, but such persons will not be specially compensated for such services. Brokerage houses, custodians, nominees and fiduciaries will be requested to forward the soliciting material to the beneficial owners of stock held of record by such persons, and we will reimburse them for their expenses in doing so. The entire cost of the preparation and mailing of this Proxy Statement and accompanying materials and the related proxy solicitation will be borne by us.

Stockholders are requested to complete and sign the enclosed proxy, which is solicited by the Board of Directors, and promptly return it in the accompanying envelope whether or not they plan to attend the Annual Meeting in person. The proxy is revocable at any time before it is voted. Returning the proxy will in no way limit a stockholder's right to vote at the Annual Meeting if the stockholder attends and chooses to vote in person.

OTHER MATTERS

Management does not intend to present, and does not have any reason to believe that others will present, any item of business at the Annual Meeting other than those specifically set forth in the notice of the Annual Meeting. However, if other matters are properly presented for a vote, the proxies will be voted for such matters in accordance with the judgment of the persons acting under the proxies.

By Order of the Board of Directors

MICHAEL J. VALENTINE

Secretary

Elk Grove Village, Illinois

October 5, 2005

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**JOHN B. SANFILIPPO & SON, INC.
PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
ANNUAL MEETING OF STOCKHOLDERS OCTOBER 25,2005**

Jasper B. Sanfilippo, Mathias A. Valentine and Michael J. Valentine, or any one or more of them, with power of substitution in each, are hereby appointed the proxies of the undersigned to vote all shares of the Class A Common Stock of John B. Sanfilippo & Son, Inc. (the Company), that the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held October 25, 2005 at the hour of 10:00 A.M., local time, at the Wyndham Hotel Northwest Chicago, 400 Park Boulevard, Itasca, Illinois 60143, and at all postponements or adjournments thereof, upon such business as may properly come before the meeting, including the items proposed by the Company that are listed on the reverse side and more completely described in the enclosed Notice of Annual Meeting of Stockholders and Proxy Statement.

(THIS PROXY IS CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE.)

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**ANNUAL MEETING OF STOCKHOLDERS OF
JOHN B. SANFILIPPO & SON, INC.**

October 25, 2005

Please date, sign and mail
your proxy card in the
envelope provided as soon
as possible.

â Please detach along perforated line and mail in the envelope provided. â

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE** þ

1. Election of Directors:

o **FOR ALL NOMINEES**

o **WITHHOLD AUTHORITY
FOR ALL NOMINEES**

o **FOR ALL EXCEPT**
(See instructions below)

NOMINEES:

¡ Governor Jim Edgar

¡ Daniel M. Wright

| | | | | |
|----|--|-----|---------|---------|
| | | FOR | AGAINST | ABSTAIN |
| 2. | RATIFY OF APPOINTMENT OF AUDITORS: Ratify appointment of PricewaterhouseCoopers LLP as independent auditors for fiscal 2006. | o | o | o |

3. UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING. In their discretion, the proxies are authorized to vote on such other matters as may properly come before the Annual Meeting or any postponements or adjournments thereof.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED
HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL
BE DEEMED TO CONSTITUTE DIRECTION TO VOTE FOR EACH OF THE ABOVE PROPOSALS.
PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD USING THE ENCLOSED ENVELOPE.**

INSTRUCTION: To withhold
authority to vote
for any
individual
nominee(s),
mark **FOR**
ALL EXCEPT

and fill in the
circle next to
each nominee
you wish to
withhold, as
shown here: 1

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of
Stockholder

Date:

Signature of
Stockholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**JOHN B. SANFILIPPO & SON, INC.
PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
ANNUAL MEETING OF STOCKHOLDERS OCTOBER 25, 2005**

Jasper B. Sanfilippo, Mathias A. Valentine and Michael J. Valentine, or any one or more of them, with power of substitution in each, are hereby appointed the proxies of the undersigned to vote all shares of the Common Stock of John B. Sanfilippo & Son, Inc. (the Company), that the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held on October 25, 2005 at the hour of 10:00 A.M., local time, at the Wyndham Hotel Northwest Chicago, 400 Park Boulevard, Itasca, Illinois 60143, and at all postponements or adjournments thereof, upon such business as may properly come before the meeting, including the items proposed by the Company that are listed on the reverse side and more completely described in the enclosed Notice of Annual Meeting of Stockholders and Proxy Statement.

(Continued and to be signed on the reverse side)