CAL MAINE FOODS INC

Form 4

December 17, 2007

FORM 4

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

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 30(h) of the Investment

1(b).

(Print or Type Responses)

1. Name and Add ADAMS FRE	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol CAL MAINE FOODS INC [CALM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
C/O CAL-MAINE FOODS, INC., P.O. BOX 2960			(Month/Day/Year) 12/13/2007	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
JACKSON, MS 39207			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

							1 013011		
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecuritio	es Acqu	iired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	12/13/2007		G	39,863	A (1)	\$0	1,702,363	D (2)	
Class A Common Stock	12/13/2007		G	69,355	A (3)	\$0	1,771,718	D (2)	
Class A Common Stock	12/14/2007		G	900	D (4)	\$0	1,770,818	D (2)	
Class A Common	12/13/2007		G	39,863	D (5)	\$ 0	180,476	I (6)	By Trust

Stock								
Class A Common Stock	12/13/2007	G	69,355	D (7)	\$0	210,306	I (8)	By Trust
Class A Common Stock	12/13/2007	G	210,306	D (9)	\$0	0	I (8)	By Trust
Common Stock	12/13/2007	G	54,274	A (10)	\$0	632,023	I (11)	By Wife
Common Stock	12/13/2007	G	54,274	D (12)	\$0	245,726	I (11)	By Wife
Common Stock						452,517	I (13)	By ESOP
Common Stock						239,114	I (14)	By Trust
Common Stock	12/14/2007	G	40,620	D (15)	\$0	5,657,053	D (16)	

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

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(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisa	able and	7. Title an	nd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	;	Amount o	of	Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ar)	Underlyin Securities (Instr. 3 au	3	Security (Instr. 5)
				Code V	(A) (D)		xpiration Pate	or Title Nu of	nount imber ares	

Reporting Owners

	Kelationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

Reporting Owners 2

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ADAMS FRED R JR

C/O CAL-MAINE FOODS, INC.
P.O. BOX 2960

JACKSON, MS 39207

X

X

Chief Executive Officer

Signatures

/s/ Peter E. Panarites, Attorney-in-fact

12/17/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Receipt of scheduled annuity distribution from Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2006.
- (2) Share balance of Class A Common Stock owned directly by Fred R. Adams, Jr.
- (3) Receipt of scheduled annuity distribution from Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2005.
- (4) Gift to Adolphus B. Baker.
- (5) Scheduled annuity distribution from Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2006 to the direct ownership account of Fred R. Adams, Jr.
- (6) Share balance of Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2006.
- (7) Scheduled annuity distribution from Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2005 to the direct ownership account of Fred R. Adams, Jr.
- (8) Share balance of Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2005.
- (9) Scheduled annuity distribution from Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2005 gifted to Adolphus B. Baker.
- (10) Receipt of scheduled annuity distribution from Jean Reed Adams Grantor-Retained Trust dated December 14, 2006.
- (11) The reporting person disclaims beneficial ownership of all securities held by his wife, directly or indirectly, and this report should not be deemed an admission that the reporting person is the beneficial owner for purposes of Section 16 or any other purpose.
- (12) Scheduled annuity distribution from Jean Reed Adams Grantor-Retained Trust dated December 14, 2006 to direct ownership account of Jean R. Adams.
- (13) Share balance of Common Stock held in ESOP.
- (14) Share balance of the Fred R. Adams, Jr. Grantor-Retained Trust dated November 14, 2006.
- (15) Gifts of shares owned directly by Fred R. Adams, Jr.
- (16) Share balance of Common Stock owned directly by Fred R. Adams, Jr.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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