

CAL-MAINE FOODS INC
Form 4
February 06, 2017

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Adams Jean Morris

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)
P.O. BOX 2960
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2016

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

JACKSON, MS 39207
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
___X___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 12/14/2016 | | G | V 29,200 D \$ 0 | 10,031,307 (1) | I | As Co-Conservator of Spouse (2) |
| Common Stock | 12/22/2016 | | G | V 20,400 D \$ 0 | 1,518,986 | D | |
| Class A Common Stock | 12/29/2016 | | G | V 1,268 D \$ 0 | 3,488,342 | I | As Co-Conservator of Spouse (2) |
| Class A Common Stock | | | | | 96,480 | D | |

Common
Stock

618,308.388 I

As
Co-Conservator
of Spouse -
KSOP (1) (2) (3)

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Adams Jean Morris P.O. BOX 2960 JACKSON, MS 39207 | | X | | |
| ADAMS FRED R JR P.O. BOX 2960 JACKSON, MS 39207 | | X | | |

Signatures

Kelly C. Simoneaux, on behalf of Jean Morris Adams, pursuant to a power of attorney

02/06/2017

__Signature of Reporting Person

Date

Kelly C. Simoneaux, on behalf of Jean Morris Adams and Adolphus B. Baker as
Co-Conservators of Fred R. Adams, Jr., pursuant to a power of attorney

02/06/2017

__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) 97,551 of the shares reported as indirectly held as Co-Conservator of Spouse were previously held in Spouse's KSOP.
- (2) The Reporting Person disclaims beneficial ownership of all securities held as Co-Conservator of her spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner for purposes of Section 16.
- (3) Represents current allocation under KSOP.

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.