

CAL MAINE FOODS INC
 Form 4
 July 11, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Poole James E

(Last) (First) (Middle)

P. O. BOX 5167

(Street)

JACKSON, MS 39296

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CAL MAINE FOODS INC [CALM]

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

01/23/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 1,200 | D ⁽¹⁾ | |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of 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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 5.93 | 01/23/2007 | | X | | 6,000 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 6,000 |
| Stock Appreciation Right | \$ 5.93 | 08/23/2007 | | X | | 6,000 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 6,000 |
| Stock Appreciation Right | \$ 5.93 | 08/18/2008 | | X | | 1,500 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 1,500 |
| Stock Appreciation Right | \$ 5.93 | 02/10/2009 | | X | | 500 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 500 |
| Stock Appreciation Right | \$ 5.93 | 05/08/2009 | | X | | 500 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 500 |
| Stock Appreciation Right | \$ 5.93 | 07/16/2009 | | X | | 500 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 500 |
| Stock Appreciation Right | \$ 5.93 | 10/26/2009 | | X | | 500 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 500 |
| Stock Appreciation Right | \$ 5.93 | 12/28/2009 | | X | | 2,500 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 2,500 |
| Stock Appreciation Right | \$ 5.93 | 04/09/2010 | | X | | 300 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 300 |
| Stock Appreciation Right | \$ 5.93 | 07/26/2010 | | X | | 300 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 300 |
| Stock Appreciation Right | \$ 5.93 | 10/07/2010 | | X | | 900 | | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 900 |

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| | | | | | | | | |
|--------------------------------|---------|------------|---|-------|---------------------------|------------|-----------------|-----|
| Stock Appreciation Right | \$ 5.93 | 01/03/2011 | X | 400 | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 4 |
| Stock Appreciation Right | \$ 5.93 | 03/28/2011 | X | 800 | 08/06/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 8 |
| Stock Appreciation Right | \$ 5.93 | 07/19/2011 | X | 700 | 08/06/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 7 |
| Stock Appreciation Right | \$ 5.93 | 09/21/2011 | X | 400 | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 4 |
| Stock Appreciation Right | \$ 5.93 | 01/03/2012 | X | 1,600 | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 1,6 |
| Stock Appreciation Right | \$ 5.93 | 03/12/2012 | X | 500 | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 5 |
| Stock Appreciation Right | \$ 5.93 | 06/07/2012 | X | 600 | 08/06/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 6 |
| Stock Appreciation Right | \$ 5.93 | 08/23/2012 | X | 500 | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 5 |
| Stock Appreciation Right | \$ 5.93 | 10/01/2012 | X | 1,500 | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 1,5 |
| Stock Appreciation Right | \$ 5.93 | 12/28/2012 | X | 500 | 08/17/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 5 |
| Stock Appreciation Right | \$ 5.93 | 04/26/2013 | X | 500 | 08/06/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 5 |
| Stock Appreciation Right | \$ 5.93 | 07/09/2013 | X | 2,500 | 08/06/2006 ⁽²⁾ | 08/17/2015 | Common Stock | 2,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Poole James E P. O. BOX 5167 | X | | | |

JACKSON, MS 39296

Signatures

/s/James H. Neeld, IV,
Attorney-in-Fact

07/11/2013

__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).

- Award of time-vesting restricted stock pursuant to Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan, subject to continuing employment. The award was approved by a committee composed solely of two or more non-employee directors of the issuer for purposes of Rule 16b-3 and includes an optional tax withholding feature. The award will vest 100% on the third anniversary of the date of grant.
- (1) The stock appreciation right became exercisable 20% on the first anniversary of grant date and 20% on each of the next four anniversary dates of grant.
 - (2)

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

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