

ADAMS FRED R JR
Form 5
June 25, 2018

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ADAMS FRED R JR

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
CAL-MAINE FOODS INC [CALM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

P.O. BOX 2960

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/02/2018

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

JACKSON, MS 39207

____ Form Filed by One Reporting Person
X Form Filed by More than One Reporting Person

| (City) | (State) | (Zip) | 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) | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | |
| | | | | Amount | Price | | | | |
| Class A Common Stock | 12/05/2017 | Â | G | 1,150 | D \$ 0 | 3,487,192 | D | Â | |
| Common Stock | 12/05/2017 | Â | G | 23,950 | D \$ 0 | 10,007,357 | D | Â | |
| Common Stock | 12/14/2017 | Â | G | 18,481 | D \$ 0 | 1,500,505 | I | By wife (1) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 96,480 | I | By wife (1) | |

Common Stock 618,308.388 I By KSOP
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 2270 (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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| (A) (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|--------------------------|-------------------------------------|--------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| ADAMS FRED R JR P.O. BOX 2960 JACKSON, MS 39207 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Adams Jean Morris P.O. BOX 2960 JACKSON, MS 39207 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signatures

Robert L. Holladay, Jr., on behalf of Jean Morris Adams and Adolphus B. Baker as Co-Conservators of Fred R. Adams, Jr., pursuant to a power of attorney 06/25/2018
 __Signature of Reporting Person Date

Robert L. Holladay, Jr., on behalf of Jean Morris Adams, pursuant to a power of attorney 06/25/2018
 __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) The reporting person disclaims beneficial ownership of all securities held by his wife, Jean Reed Adams, 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

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purpose.

(2) Represents current allocation under KSOP.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.