

ADAMS FRED R JR
Form 4
August 24, 2018

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 FRED R JR

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)
JACKSON, MS 39207

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2018

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

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

6. Individual or Joint/Group 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Class A Common Stock | 08/14/2018 | | J ⁽¹⁾ | V 96,480 D \$ 0 0 | | I | By wife ⁽²⁾ |
| Common Stock | 08/14/2018 | | J ⁽¹⁾ | V 96,480 A \$ 0 1,171,375 | | I | By wife ⁽²⁾ |
| Common Stock | 08/14/2018 | | G | V 61,036 D \$ 0 1,110,339 | | I | By wife ⁽²⁾ |
| Common Stock | 08/14/2018 | | G | V 61,036 D \$ 0 9,946,321 | | D | |
| Common Stock | 08/14/2018 | | G ⁽³⁾ | V 6,633,720 D \$ 0 3,312,601 | | D | |

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| | | | | | | | | | |
|----------------------|------------|------------------|---|-----------|---|------|-------------|---|------------------------|
| Common Stock | 08/14/2018 | G ⁽⁴⁾ | V | 3,312,601 | D | \$ 0 | 0 | D | |
| Common Stock | 08/14/2018 | G ⁽⁴⁾ | V | 3,312,601 | A | \$ 0 | 3,312,601 | I | By a revocable trust |
| Common Stock | 08/14/2018 | G ⁽³⁾ | V | 6,633,720 | A | \$ 0 | 6,633,720 | I | By a family LLC |
| Class A Common Stock | 08/14/2018 | G ⁽³⁾ | V | 3,487,192 | D | \$ 0 | 0 | D | |
| Class A Common Stock | 08/14/2018 | G ⁽³⁾ | V | 3,487,192 | A | \$ 0 | 3,487,192 | I | By a family LLC |
| Common Stock | | | | | | | 618,308.388 | I | By KSOP ⁽⁵⁾ |

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.

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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 Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | X |

ADAMS FRED R JR
P.O. BOX 2960
JACKSON, MS 39207

Adams Jean Morris
P.O. BOX 2960
JACKSON, MS 39207

X

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 08/24/2018

__Signature of Reporting Person

Date

Robert L. Holladay, Jr., on behalf of Jean Morris Adams, pursuant to a power of attorney 08/24/2018

__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) Represents a tax free exchange of shares in conjunction with estate planning.
- (2) Mr. Adams 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 he is the beneficial owner for purposes of Section 16 or any other purpose.
- (3) Represents Mr. Adams' transfer of securities of the Issuer to a revocable trust for his benefit, which securities were then transferred to a family-owned limited liability company.
- (4) Represents Mr. Adams' transfer of securities of the Issuer to a revocable trust for his benefit. Mrs. Adams is co-trustee of the trust.
- (5) Represents current allocation under KSOP.

Remarks:

As previously described in the Issuer's Proxy Statement filed with the SEC on June 25, 2018 related to its special meeting of s

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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