

BAKER ADOLPHUS B
Form 4
August 24, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BAKER ADOLPHUS B

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)
08/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

JACKSON, MS 39207

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

(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) (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/14/2018 | | J(1) | V 96,480 D \$ 0 148,776 | | D | |
| Class A Common Stock | 08/14/2018 | | J(1) | V 96,480 A \$ 0 1,309,245 | | D | |
| Class A Common Stock | 08/14/2018 | | G | V 1,309,245 D \$ 0 0 | | D | |
| Class A Common Stock | 08/14/2018 | | G | V 3,563 D \$ 0 0 | | I | By wife (2) |

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| | | | | | | | | | | |
|----------------------------|------------|--|---|---|-----------|---|------|-----------|---|--|
| Class A Common Stock | 08/14/2018 | | G | V | 4,800,000 | A | \$ 0 | 4,800,000 | I | By a family LLC <u>(3)</u> |
| Common Stock | 08/14/2018 | | G | V | 6,633,720 | A | \$ 0 | 6,633,720 | I | By a family LLC <u>(4)</u> |
| Common Stock | | | | | | | | 233,320 | I | By wife <u>(2)</u> |
| Common Stock | | | | | | | | 146,199 | I | By KSOP <u>(5)</u> |
| Common Stock | | | | | | | | 4,813.12 | I | By wife's KSOP <u>(2)</u> <u>(5)</u> |

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 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER ADOLPHUS B P.O. BOX 2960 JACKSON, MS 39207 | X | X | Chairman, President & CEO | |

Signatures

Robert L. Holladay, Jr., on behalf of Adolphus B. Baker, 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.

The reporting person disclaims beneficial ownership of all securities held by his wife, Dinnette Adams Baker, directly or indirectly, and this report should not be deemed an admission that the reporting person is the beneficial owner for the purposes of Section 16 or any other purpose.
- (3) Represents securities transferred to a family-owned limited liability company of which the reporting person is the sole managing member. The reporting person disclaims beneficial ownership of the shares of Class A Common Stock held in the family-owned LLC except to the extent of his pecuniary interest therein, 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.
- (4) Represents securities transferred to a family-owned limited liability company of which the reporting person is the sole managing member. The reporting person disclaims beneficial ownership of all Common Stock held in the family-owned LLC except to the extent of his pecuniary interest therein, 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.
- (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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