

CAL MAINE FOODS INC

Form 4

December 15, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O CM FOODS, PO BOX 2960

(Street)

JACKSON, MS 39207

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/13/2006

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)

Chief Executive Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Class A<br>Common<br>Stock            | 12/13/2006                              |                                                             | G                                    | 220,339 A                                                               | \$ 0 1,885,439                                                                                                     | D <sup>(1)</sup>                                                     |                                         |
| Class A<br>Common<br>Stock            | 12/13/2006                              |                                                             | G                                    | 2,600 D                                                                 | \$ 0 1,882,839                                                                                                     | D <sup>(2)</sup>                                                     |                                         |
| Class A<br>Common<br>Stock            | 12/14/2006                              |                                                             | G                                    | 220,339 D                                                               | \$ 0 220,339                                                                                                       | I <sup>(3)</sup>                                                     | By Trust                                |
| Class A<br>Common                     |                                         |                                                             |                                      |                                                                         | 1,662,500                                                                                                          | D <sup>(4)</sup>                                                     |                                         |

# Edgar Filing: CAL MAINE FOODS INC - Form 4

Stock

Class A

Common

Stock

279,661

I (5)

By Trust

Common

Stock

12/14/2006

G

300,000 D

\$ 0

677,749

I (6) (7)

By Wife

Common

Stock

12/14/2006

G

300,000 A

\$ 0

300,000

I (6) (7)

By Wife

Common

Stock

12/14/2006

G

135,300 D

\$ 0

5,521,591

D (8)

Common

Stock

452,517

I (9)

By ESOP

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

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                         |       |
|---------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                     | Director      | 10% Owner | Officer                 | Other |
| ADAMS FRED R JR<br>C/O CM FOODS<br>PO BOX 2960<br>JACKSON, MS 39207 | X             | X         | Chief Executive Officer |       |

## Signatures

/s/ Marvin C. Lunde, III;  
Attorney-in-fact

12/15/2006

\_\_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) Scheduled payment under Section 2.4 of the Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2005.
- (2) Gift to Adolphus B. Baker dated December 13, 2006.
- (3) Gift to Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2006.
- (4) Share balance of Class A Common Stock owned directly by Fred R. Adams, Jr.
- (5) Share balance of Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2005.
- (6) Gift of 300,000 shares by Mr. Adams' wife to, and acquisition by, Jean Reed Adams Grantor-Retained Trust dated December 14, 2006.
- (7) The reporting person disclaims beneficial ownership of all securities held by his wife, directly or indirectly, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (8) Share balance of Common Stock owned directly by Fred R. Adams, Jr.
- (9) Share balance of Common Stock held in ESOP.

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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