

ADAMS FRED R JR
Form 4
November 17, 2008

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 *
ADAMS FRED R JR

(Last) (First) (Middle)

C/O CAL-MAINE 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)

11/13/2008

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 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 |
| Class A Common Stock | | | | | 1,770,818 | D ⁽¹⁾ | |
| Class A Common Stock | | | | | 180,476 | I ⁽²⁾ | By Trust |
| Common Stock | | | | | 452,517 | I ⁽³⁾ | By ESOP |
| Common Stock | 11/13/2008 | | G | | 196,332 | D ₍₄₎ | \$ 0 42,782 |
| | 11/13/2008 | | G | | 42,782 | | \$ 0 0 |
| | | | | | | I ⁽⁵⁾ | By Trust |
| | | | | | | I ⁽⁵⁾ | By Trust |

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| | | | | | | | | |
|--------------|------------|--|---|----------|----------|------|-----------|--------------------|
| Common Stock | | | | D (6) | | | | |
| Common Stock | 11/13/2008 | | G | 42,782 | A (7) | \$ 0 | 5,699,835 | D (8) |
| Common Stock | | | | | | | 245,726 | I (9) (10) By Wife |
| Common Stock | | | | | | | 532,023 | I (10) By Wife |

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

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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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

Signatures

/s/ Peter E. Panarites,
Attorney-in-fact

11/17/2008

__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) Share balance of Class A Common Stock owned directly by Fred R. Adams, Jr.
- (2) Share balance of Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2006.
- (3) Share balance of Common Stock held in ESOP.
- (4) Distribution of the Fred R. Adams, Jr. Grantor-Retained Annuity Trust dated November 14, 2006 in equal share amounts to Mr. Adams' four daughters.
- (5) Share balance of the Fred R. Adams, Jr. Grantor-Retained Annuity Trust dated November 14, 2006.
- (6) Distribution of the Fred R. Adams, Jr. Grantor-Retained Annuity Trust dated November 14, 2006 to Mr. Adams' direct ownership account of Common Stock.
- (7) Receipt of gift from the Fred R. Adams, Jr. Grantor-Retained Annuity Trust dated November 14, 2006.
- (8) Share balance of Common Stock owned directly by Fred R. Adams, Jr.
- (9) Share balance of Jean Reed Adams Grantor-Retained Trust dated December 14, 2006.
- (10) 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 for purposes of Section 16 or any other purpose.

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