CAL-MAINE FOODS INC

Form 4

January 20, 2015

FORM 4

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

OMB Number: 3235-0287

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

Estimated average

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** Poole James E			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			CAL-MAINE FOODS INC [CALM]					(Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction				••				
			(Month/D	ay/Year)				_X_ Director		Owner	
PO BOX 5167			01/15/2015					Officer (give below)	below)	er (specify	
			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
JACKSON, MS 39296								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Deei	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	`		on Date, if Transaction(A) or Disposed of (D)				Securities Form: Direct Indirec			
(Instr. 3)		any (Month/	Day/Vaam)	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial	
		(Monun/I	Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						(4)		Reported	(msu. 1)	(Instr. 1)	
						(A)		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/15/2015			A <u>(1)</u>	1,500	A	\$ 36.63	6,100	D		

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)

36.63

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisal Expiration Date		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea e	ar)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Ex Exercisable Da	•	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
Poole James E							
PO BOX 5167	X						
JACKSON, MS 39296							

Signatures

/s/ James H. Neeld, IV, Attorney-in-Fact 01/20/2015

**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).
- Award of time-vesting restricted stock pursuant to Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan, subject to continuing employment. The award was approved by a committee composed solely of two or more non-employee directors of the issuer for purposes of Rule 16b-3 and includes an optional tax withholding feature. The award will vest 100% on the third anniversary of the date of grant, which was January 15, 2015.

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.

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