

COLLINS CHARLES F

Form 4

December 20, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLLINS CHARLES F

(Last) (First) (Middle)

1703 TWIN OAKS DRIVE

(Street)

CLINTON, MS 39056

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2004

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)

Vice President, Controller

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)
Common Stock	12/17/2004		M	8,000 A	\$ 1.5 48,610	D	
Common Stock	12/17/2004		D	4,000 D	\$ 14.29 44,610	D	
Common Stock					16,240	I	By IRA
Common Stock					23,300	I ⁽¹⁾	By ESOP

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 (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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Option (right to buy)	\$ 1.5	12/17/2004		M	4,000	12/13/2000 ⁽²⁾ 12/13/2009	Common Stock	4,000
Stock appreciation right	\$ 1.5	12/17/2004		M	4,000	12/13/2000 ⁽²⁾ 12/13/2009	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLLINS CHARLES F 1703 TWIN OAKS DRIVE CLINTON, MS 39056	X		Vice President, Controller	

Signatures

Arden T. Phillips,
Attorney-in-fact
12/17/2004

__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) The reported amount includes the ESOP 2003 year-end distribution of 2,247 shares (pre-stock split) to the reporting person's ESOP participant account. This distribution was effectuated in mid-May 2004. Also, see note (c) below.

(2) The stock option and stock appreciation right become exercisable to the extent of 20% on the above date and is cumulatively exercisable to the extent of 20% each year thereafter. The stock appreciation right and the stock option were granted in tandem. Accordingly, the exercise of the one results in the expiration of the other, if and to the extent the other is not exercised. Also, see note (c) below.

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The amounts of securities and prices thereof disclosed in Table I and Table II of this Form 4 have been adjusted since the filing of the last (3) Form 4 on behalf of the reporting person in order to reflect a 2-for-1 stock split of the Company's common stock that became effective on April 14, 2004.

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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