

CAL MAINE FOODS INC

Form 4

September 06, 2007

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER ADOLPHUS B

(Last) (First) (Middle)

P.O. 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)
09/04/2007

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)

President and COO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|---|--|
| Common A Stock | | | | | 237,500 | D | |
| Common Stock | 09/04/2007 | | S | 10,000 D | \$ 20 0 ⁽⁵⁾ | I ⁽¹⁾ | By Wife |
| Common Stock | 09/04/2007 | | S | 5,000 D | \$ 20 0 ⁽⁵⁾ | I ⁽¹⁾ ⁽²⁾ | By Wife/Custodian |
| Common Stock | | | | | 81,444 | I ⁽¹⁾ | By Wife/Custodian |
| Common Stock | | | | | 58,108 | I | By ESOP |

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Common
Stock

210,648 D ⁽³⁾

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

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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. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Option (right to buy) | \$ 5.93 | | | Code V (A) (D) | | Date Exercisable 08/17/2006 ⁽⁴⁾ Expiration Date 08/15/2015 | Common Stock | 80,000 |

Reporting Owners

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

Signatures

/s/ Peter E. Panarities,
Attorney-in-fact 09/06/2007

**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 reporting person disclaims beneficial ownership of all securities held by his wife and children, 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.

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- (2) Sale by wife as custodian for daughter.
- (3) Share balance of Common Stock owned directly by Adolphus B. Baker.
- (4) The stock option became exercisable to the extent of 20% on 8/17/06 and is cumulatively exercisable to the extent of 20% each year thereafter.
- (5) N/A

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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