

CAL-MAINE FOODS INC
 Form 5
 July 11, 2014

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

 (Last) (First) (Middle)

C/O CM FOODS, PO BOX 2960
 (Street)

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

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/31/2014

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 _____ Director 10% Owner
 _____ Officer (give title below) _____ Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

JACKSON, MS 39207

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) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
| | | | | Amount | (D) | Price | | | |
| Common Stock | 12/03/2013 | Â | G | 27,211 | D | \$ 0 | 5,011,325 | D (1) | Â |
| Class A Common Stock | 12/03/2013 | Â | G | 49,286 | D | \$ 0 | 1,746,113 | D (2) | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 371,901.371 | I (3) | By KSOP |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 48,240 | I (4) | By Wife |

Edgar Filing: CAL-MAINE FOODS INC - Form 5

Common Stock 778,173 I ⁽⁴⁾ By Wife

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 2270
(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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| (A) | (D) | | |

Reporting Owners

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

Signatures

/s/James H. Neeld, IV, 07/11/2014
Attorney-in-Fact

 **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) Gifts of Common Stock from the direct ownership account of Fred R. Adams, Jr.
- (2) Gifts of Class A Common Stock from the direct ownership account of Fred R. Adams, Jr.
- (3) Represents current allocation under KSOP.

The reporting person disclaims beneficial ownership of all securities held by his wife, Jean Reed Adams, 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.

Edgar Filing: CAL-MAINE FOODS INC - Form 5

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