

CAL MAINE FOODS INC
 Form 4
 July 11, 2013

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 *
 Poole James E

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 P. O. BOX 5167
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/23/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

JACKSON, MS 39296
 (City) (State) (Zip)

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

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				(A) or (D)	1,200	D (1)	

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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 5.93	01/23/2007		X		6,000		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	6,000
Stock Appreciation Right	\$ 5.93	08/23/2007		X		6,000		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	6,000
Stock Appreciation Right	\$ 5.93	08/18/2008		X		1,500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,500
Stock Appreciation Right	\$ 5.93	02/10/2009		X		500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	05/08/2009		X		500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	07/16/2009		X		500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	10/26/2009		X		500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	12/28/2009		X		2,500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2,500
Stock Appreciation Right	\$ 5.93	04/09/2010		X		300		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	300
Stock Appreciation Right	\$ 5.93	07/26/2010		X		300		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	300
Stock Appreciation Right	\$ 5.93	10/07/2010		X		900		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	900

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Stock Appreciation Right	\$ 5.93	01/03/2011	X	400	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	4
Stock Appreciation Right	\$ 5.93	03/28/2011	X	800	08/06/2006 ⁽²⁾	08/17/2015	Common Stock	8
Stock Appreciation Right	\$ 5.93	07/19/2011	X	700	08/06/2006 ⁽²⁾	08/17/2015	Common Stock	7
Stock Appreciation Right	\$ 5.93	09/21/2011	X	400	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	4
Stock Appreciation Right	\$ 5.93	01/03/2012	X	1,600	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,600
Stock Appreciation Right	\$ 5.93	03/12/2012	X	500	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	06/07/2012	X	600	08/06/2006 ⁽²⁾	08/17/2015	Common Stock	600
Stock Appreciation Right	\$ 5.93	08/23/2012	X	500	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	10/01/2012	X	1,500	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,500
Stock Appreciation Right	\$ 5.93	12/28/2012	X	500	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	04/26/2013	X	500	08/06/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	07/09/2013	X	2,500	08/06/2006 ⁽²⁾	08/17/2015	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Poole James E P. O. BOX 5167	X			

JACKSON, MS 39296

Signatures

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

07/11/2013

__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.
- (1) The stock appreciation right became exercisable 20% on the first anniversary of grant date and 20% on each of the next four anniversary dates of grant.
 - (2)

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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