

CAL-MAINE FOODS INC
Form 4
February 06, 2017

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 *
Adams Jean Morris

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 2960

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

12/14/2016

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

JACKSON, MS 39207

(City) (State) (Zip)

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 Stock	12/14/2016		G	V 29,200 D \$ 0	10,031,307 (1)	I	As Co-Conservator of Spouse (2)
Common Stock	12/22/2016		G	V 20,400 D \$ 0	1,518,986	D	
Class A Common Stock	12/29/2016		G	V 1,268 D \$ 0	3,488,342	I	As Co-Conservator of Spouse (2)
Class A Common Stock					96,480	D	

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Common Stock	618,308.388	I	As Co-Conservator of Spouse - KSOP <u>(1)</u> <u>(2)</u> <u>(3)</u>
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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Jean Morris P.O. BOX 2960 JACKSON, MS 39207		X		
ADAMS FRED R JR P.O. BOX 2960 JACKSON, MS 39207		X		

Signatures

Kelly C. Simoneaux, on behalf of Jean Morris Adams, pursuant to a power of attorney

02/06/2017

__Signature of Reporting Person

Date

Kelly C. Simoneaux, on behalf of Jean Morris Adams and Adolphus B. Baker as
Co-Conservators of Fred R. Adams, Jr., pursuant to a power of attorney

02/06/2017

__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) 97,551 of the shares reported as indirectly held as Co-Conservator of Spouse were previously held in Spouse's KSOP.
- (2) The Reporting Person disclaims beneficial ownership of all securities held as Co-Conservator of her spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner for purposes of Section 16.
- (3) Represents current allocation under KSOP.

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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