

CAL-MAINE FOODS INC
Form 4
May 05, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)
05/03/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

(Street)
JACKSON, MS 39207

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2016		S	39,205 D	\$ 52.012 307,344 (1)	D	
Common Stock	05/04/2016		S	60,795 D	\$ 51.918 246,549 (2)	D	
Common Stock					233,320	I	By wife (3)
Common Stock					4,770.3121	I	By wife's KSOP (3) (4)

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Common Stock		145,721.5734	I	By KSOP (4)
Class A Common Stock		1,211,556	D	
Class A Common Stock		2,354	I	By wife (3)

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
BAKER ADOLPHUS B P.O. BOX 2960 JACKSON, MS 39207	X	X	Chairman, President & CEO	

Signatures

Kelly C. Simoneaux, on behalf of Adolphus B. Baker, pursuant to a power of attorney

05/05/2016

__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) This transaction was executed in multiple trades at prices ranging from \$51.55 to \$52.40. The price reported above reflects the weighted average sale price. Upon request from the SEC staff, the issuer, or a security holder of the issuer, the Reporting Person hereby undertakes to provide the requesting party with full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades at prices ranging from \$51.57 to \$52.42. The price reported above reflects the weighted average sale price. Upon request from the SEC staff, the issuer, or a security holder of the issuer, the Reporting Person hereby undertakes to provide the requesting party with full information regarding the number of shares and prices at which the transaction was effected.

(3) The reporting person disclaims beneficial ownership of all securities held by his wife, Dinnette Adams Baker, directly or indirectly, and this report should not be deemed an admission that the reporting person is the beneficial owner for the purposes of Section 16 or any other purpose.

(4) 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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