

CAL MAINE FOODS INC
Form 4
December 17, 2007

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 *
BAKER ADOLPHUS B

(Last) (First) (Middle)

C/O CAL-MAINE FOODS, INC., 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)

12/13/2007

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) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------|-----------|---------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common A Stock | 12/13/2007 | | G | | 210,306 | D (1) | \$ 0 | 447,806 | D | |
| Common A Stock | 12/14/2007 | | G | | 900 | A (2) | \$ 0 | 448,706 | D | |
| Common Stock | 12/14/2007 | | G | | 900 | A (3) | \$ 0 | 82,344 | I (4) | By Wife/Custo |
| Common Stock | 12/14/2007 | | G | | 610 | D (5) | \$ 0 | 80,044 | I (4) (6) | By Wife/Custo |
| Common Stock | 12/14/2007 | | G | | 1,366 | D (7) | \$ 0 | 226,282 | D | |

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- (2) Gift of Common A Stock shares owned directly by Fred R. Adams, Jr.
- (3) Gift of Common Stock shares owned directly by Fred R. Adams, Jr. to Mr. Baker's wife.
- (4) Reflects total gifts made by Mr. Baker's wife and children.
- (5) 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.
- (6) Reflects total issue of 1,690 shares to Mr. Baker's daughters individually from their respective custodian accounts.
- (7) Gift of shares owned directly by Adolphus B. Baker.
- (8) The stock option, granted under issuer's Incentive Stock Option Plan, became exercisable to the extent of 20% on 8/17/06 and is cumulatively exercisable to the extent of 20% each year thereafter.
- (9) Represents common stock underlying unexercised option rights in the issuer's Incentive Stock Option Plan.

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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