

CAL MAINE FOODS INC

Form 4/A

January 29, 2008

**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 \*  
**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)  
**01/03/2008**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**01/07/2008**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Class A<br>Common<br>Stock            |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        |                                                                                                                    |                                                                         |                                                                |
| Common<br>Stock                       |                                         |                                                             | Code V Amount (D) Price              |                                                                         | 448,706                                                                                                            | D                                                                       |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 226,282                                                                                                            | D                                                                       |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 58,108                                                                                                             | I                                                                       | By ESOP                                                        |
| Common<br>Stock                       | 01/03/2008                              |                                                             | S                                    | 5,000 <u>D</u><br>(1)                                                   | \$ 27 171,245                                                                                                      | I <u>(2)</u>                                                            | By<br>Wife/Custodian                                           |
| Common<br>Stock                       | 01/03/2008                              |                                                             | S                                    | 5,000 <u>D</u><br>(1)                                                   | \$ 26.51 166,245                                                                                                   | I <u>(2)</u>                                                            | By<br>Wife/Custodian                                           |

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|              |            |   |       |                 |          |         |              |                      |
|--------------|------------|---|-------|-----------------|----------|---------|--------------|----------------------|
| Common Stock | 01/03/2008 | S | 5,000 | <u>D</u><br>(1) | \$ 26.5  | 161,245 | I <u>(1)</u> | By<br>Wife/Custodian |
| Common Stock | 01/03/2008 | S | 2,000 | <u>D</u><br>(1) | \$ 26.35 | 159,245 | I <u>(2)</u> | By<br>Wife/Custodian |
| Common Stock | 01/03/2008 | S | 5,000 | <u>D</u><br>(1) | \$ 26.2  | 154,245 | I <u>(2)</u> | By<br>Wife/Custodian |
| Common Stock | 01/03/2008 | S | 1,000 | <u>D</u><br>(1) | \$ 26.05 | 153,245 | I <u>(2)</u> | By<br>Wife/Custodian |
| Common Stock | 01/03/2008 | S | 1,000 | <u>D</u><br>(1) | \$ 26    | 152,245 | I <u>(2)</u> | By<br>Wife/Custodian |
| Common Stock | 01/03/2008 | S | 1,000 | <u>D</u><br>(1) | \$ 26.1  | 151,245 | I <u>(2)</u> | By<br>Wife/Custodian |
| Common Stock | 01/03/2008 | S | 394   | <u>D</u><br>(3) | \$ 26.07 | 150,851 | I <u>(2)</u> | By<br>Wife/Custodian |
| Common Stock | 01/03/2008 | S | 394   | <u>D</u><br>(3) | \$ 26    | 150,457 | I <u>(2)</u> | By<br>Wife/Custodian |

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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. De<br>Se<br>(In                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date Exercisable<br>Expiration<br>Date                         | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Option<br>(right to<br>buy)                         | \$ 5.93                                                            |                                         |                                                             |                                      |                                                                                                                    | 08/17/2006 <sup>(4)</sup> 08/15/2015                           | Common<br>Stock                                                     | 48,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                   |       |
|------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer           | Other |
| BAKER ADOLPHUS B<br>C/O CAL-MAINE FOODS, INC<br>P.O. BOX 2960<br>JACKSON, MS 39207 | X             |           | President and COO |       |

## Signatures

/s/ Peter E. Panarites,  
Attorney-in-fact

01/29/2008

\_\_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) Sale of shares by Mr. Baker's wife.

(2) 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.

(3) Sale of shares from the custodian accounts of Mr. Baker's children.

(4) 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.

(5) Represents common stock underlying unexercised option rights in the issuer's Incentive Stock Option Plan.

### Remarks:

Amends Mr. Baker's Form 4 filed on January 7, 2008 to also reflect 96,201 shares that were gifted to Mr. Baker's wife by Fred R. Adams, Jr. on November 13, 2007.

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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