

CAL MAINE FOODS INC

Form 5

June 24, 2008

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

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

(Last) (First) (Middle)

**C/O CAL-MAINE FOODS,
INC.,Â P.O. BOX 2960**

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
05/31/2008

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 Reporting

(check applicable line)

JACKSON,Â MSÂ 39207

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	Â	Â	Â	Â	Â	Â	448,706	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	226,282	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	58,108	I	By ESOP
	11/13/2007	Â	G4 ⁽¹⁾	96,201	A	\$ 0	73,957 ⁽²⁾	I ⁽³⁾	

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Common
Stock

By
Wife/Custodian

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 5.93	Â	Â	Â	Â Â	08/17/2006 ⁽⁴⁾ 08/15/2015	Common Stock 48,000

Reporting Owners

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

Signatures

/s/ Peter E. Panarites,
Attorney-in-Fact 06/24/2008

__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) This Form 5 reports the receipt of 96,201 shares gifted to Mr. Baker's wife by her father on November 13, 2007. Inadvertently, the gift was not previously reported.
- (2) This represents the total number of shares held, directly or indirectly, by Mr. Baker's wife, as of the fiscal year ended May 31, 2008. The total number of shares held by Mr. Baker's wife, directly or indirectly, on November 13, 2007, as a result of the gift, was 177,645.

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- (3) The reporting person disclaims beneficial ownership of all securities held by his wife, 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.
- (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.

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