

Callender Hughes Mary Letitia
 Form 4
 May 07, 2012

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 *
 Callender Hughes Mary Letitia

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)
 48 AVERY CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/04/2012

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

JACKSON, MS 39211
 (City) (State) (Zip)

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 | 05/04/2012 | | G | (A) 2,000 (1) | D \$ 0 8,800 | D | |
| Common Stock | 05/04/2012 | | M | (A) 19,200 (2) | A \$ 2.125 28,000 | D | |
| Common Stock | 05/04/2012 | | S | (A) 17,200 | D \$ 36.201 10,800 | D | |

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

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 (9-02)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) | \$ 2.125 | 05/04/2012 | | M ⁽²⁾ | 19,200 | 05/01/2004 ⁽³⁾ 05/01/2013 | Common Stock | 19,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Callender Hughes Mary Letitia 48 AVERY CIRCLE JACKSON, MS 39211 | X | | | |

Signatures

/s/ James H. Neeld, IV,
Attorney-in-Fact

05/07/2012

**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) Charitable gift of Common Stock.
- (2) Exercise of purchase right pursuant to option issued under Issuer's 1993 Stock Option Plan.
- (3) The stock option became exercisable to the extent of 20% on 05/01/2004 and was cumulatively exercisable to the extent of 20% each year thereafter.
- (4) Represents common stock underlying unexercised option rights under Issuer's 1993 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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