

BAKER ADOLPHUS B
Form 4
December 22, 2008

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

(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)

12/18/2008

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 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 | | | |
| Class A Common Stock | 12/18/2008 | | G | 900 <u>A</u> <u>(1)</u> \$ 0 | 601,524 | D <u>(2)</u> | |
| Common Stock | | | | | 58,108 | I | By ESOP |
| Common Stock | 12/18/2008 | | G | 900 <u>A</u> <u>(3)</u> \$ 0 | 113,483 | I <u>(4)</u> | By Wife |
| Common Stock | 12/19/2008 | | G | 1,360 <u>D</u> <u>(5)</u> \$ 0 | 112,123 | I <u>(4)</u> | By Wife |
| Common Stock | 12/19/2008 | | G | 1,250 <u>D</u> <u>(6)</u> \$ 0 | 216,532 | D | |

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

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 5.93 | | | | | 08/17/2007 ⁽⁷⁾ 08/15/2015 | Common Stock | 38,000 |

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 | X | | President and COO | |

Signatures

/s/ Peter E. Panarites,
Attorney-in-fact 12/22/2008

__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) Receipt of gift of Class A Common Stock from Fred R. Adams, Jr.
- (2) Share balance of Class A Common Stock owned directly by Adolphus B. Baker.
- (3) Receipt of gift of Common Stock from Fred R. Adams, Jr.
- (4)

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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.

- (5) Gift of Common Stock from the individual account of Mr. Baker's wife, Dinnette Adams Baker.
- (6) Gift of Common Stock from the individual direct ownership account of Adolphus B. Baker.
- (7) The stock option, granted under issuer's Incentive Stock Option Plan, became exercisable to the extent of 20% on 8/17/07 and is cumulatively exercisable to the extent of 20% each year thereafter.
- (8) 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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