

CAL-MAINE FOODS INC
 Form 5
 July 11, 2014

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
BAKER ADOLPHUS B
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

P. O. BOX 2960
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

JACKSON, MS 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 Ownership (Instr. 4)
Class A Common Stock	12/03/2013	Â	G	523 ⁽¹⁾ A \$ 0	605,124	D	Â
Class A Common Stock	12/03/2013	Â	G	523 ⁽²⁾ A \$ 0	523	I	By Wife ⁽³⁾
Common Stock	12/03/2013	Â	G	2,500 ⁽⁴⁾ D \$ 0	207,142	D	Â
	Â	Â	Â	Â Â Â	103,923	I	

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Common Stock										By Wife (3)
Common Stock	Â	Â	Â	Â	Â	Â	72,678.401	I		By KSOP (5)

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)	8. Amount or Number of Shares
Option (Right to Buy)	\$ 5.93	Â	Â	Â	Â (A) (D)	08/17/2006 08/17/2015	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER ADOLPHUS B P. O. BOX 2960 JACKSON, MS 39207	Â X	Â X	Â Chairman, President & CEO	Â

Signatures

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

07/11/2014

__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) Received by gift from Fred R. Adams, Jr.

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(2) Received by gift from Fred R. Adams, Jr.

The reporting person disclaims beneficial ownership of all securities held by his wife, Dinnette Adams Baker, directly or indirectly, and

(3) 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) Gift of Common Stock from the direct ownership account of Adolphus B. Baker.

(5) Represents current allocation under KSOP.

(6) This stock option is fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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