CAL MAINE FOODS INC
Form 4
January 07, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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								448,706	D	
Common Stock								226,282	D	
Common Stock								58,108	I	By ESOP
Common Stock	01/03/2007		S		5,000	D (1)	$ 27	75,044	I (2)	By Wife/Custodian
Common Stock	01/03/2007		S		5,000	D (1)	$ 26.51	70,044	I (2)	By Wife/Custodian

Common Stock	01/03/2007		S	5,000	D (1)	$ 26.5	65,044	I (2)	By Wife/Custodian
Common Stock	01/03/2007		S	2,000	D (1)	$ 26.35	63,044	I (2)	By Wife/Custodian
Common Stock	01/03/2007		S	5,000	D (1)	$ 26.2	58,044	I (2)	By Wife/Custodian
Common Stock	01/03/2007		S	1,000	D (1)	$ 26.05	57,044	I (2)	By Wife/Custodian
Common Stock	01/03/2007		S	1,000	D (1)	$ 26	56,044	I (2)	By Wife/Custodian
Common Stock	01/03/2007		S	1,000	D (1)	$ 26.1	55,044	I (2)	By Wife/Custodian
Common Stock	01/03/2007		S	394	D (3)	$ 26.07	54,650	I (2)	By Wife/Custodian
Common Stock	01/03/2007		S	394	D (3)	$ 26	54,256	I (2)	By Wife/Custodian

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

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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)		8. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	$ 5.93							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	X		President and COO	

Signatures

/s/ Peter E. Panarites, Attorney-in-fact	01/07/2008
**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.

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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