

CAL-MAINE FOODS INC  
 Form 5  
 July 11, 2014

**FORM 5**

**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).  
 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 \*  
**ADAMS FRED R JR**  
  
 (Last) (First) (Middle)  
  
**C/O CM FOODS, PO 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)  
**05/31/2014**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_\_\_ Director  10% Owner  
 \_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

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

**JACKSON, MS 39207**

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) |     |       | 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 Ownership (Instr. 4) |
|  |                                      |  |                                | Amount  | (D) | Price |  |  |  |
| Common Stock   | 12/03/2013                           | Â  | G                              | 27,211  | D   | \$ 0  | 5,011,325  | D (1)  | Â  |
| Class A Common Stock   | 12/03/2013                           | Â  | G                              | 49,286  | D   | \$ 0  | 1,746,113  | D (2)  | Â  |
| Common Stock   | Â                                    | Â  | Â                              | Â   | Â   | Â     | 371,901.371  | I (3)  | By KSOP                                    |
| Class A Common Stock   | Â                                    | Â  | Â                              | Â   | Â   | Â     | 48,240   | I (4)  | By Wife                                    |

Common Stock      Â                      Â                      Â                      Â                      Â                      Â                      778,173                      I <sup>(4)</sup>                      By Wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.      **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**      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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable      Expiration Date                    | Title   | Amount or Number of Shares                 |                           |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ADAMS FRED R JR<br>C/O CM FOODS<br>PO BOX 2960<br>JACKSON, MS 39207 | Â             | Â X       | Â       | 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) Gifts of Common Stock from the direct ownership account of Fred R. Adams, Jr.
- (2) Gifts of Class A Common Stock from the direct ownership account of Fred R. Adams, Jr.
- (3) Represents current allocation under KSOP.

The reporting person disclaims beneficial ownership of all securities held by his wife, Jean Reed Adams, 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.

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