

CAL-MAINE FOODS INC

Form 5

January 11, 2016

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Adams Jean Morris

(Last) (First) (Middle)

P.O. 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)  
12/31/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

JACKSON, MS 39207

\_\_\_\_ Form Filed by One Reporting Person  
\_X\_ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) Amount Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 12/23/2015                              | Â                                                           | G                                       | 22,030 D \$ 0                                                                                                   | 9,962,956                                                                                                    | I                                                                          | As<br>Co-Conservator<br>of Spouse <sup>(1)</sup>               |
| Class A<br>Common<br>Stock            | 12/23/2015                              | Â                                                           | G                                       | 1,140 D \$ 0                                                                                                    | 3,489,610                                                                                                    | I                                                                          | As<br>Co-Conservator<br>of Spouse <sup>(1)</sup>               |
| Common<br>Stock                       | 12/23/2015                              | Â                                                           | G                                       | 11,400 D \$ 0                                                                                                   | 1,543,470                                                                                                    | D                                                                          | Â                                                              |
| Common<br>Stock                       | 12/28/2015                              | Â                                                           | G                                       | 4,084 D \$ 0                                                                                                    | 1,539,386                                                                                                    | D                                                                          | Â                                                              |

SEC 2270  
(9-02)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      | (A) (D)                                                                                                            | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title<br>or<br>Number<br>of<br>Shares               |                                                |

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---------------------------------------------------------|---------------|-----------|---------|-------|
|                                                         | Director      | 10% Owner | Officer | Other |
| Adams Jean Morris<br>P.O. BOX 2960<br>JACKSON, MS 39207 | â             | â X       | â       | â     |
| ADAMS FRED R JR<br>P.O. BOX 2960<br>JACKSON, MS 39207   | â             | â X       | â       | â     |

|                                                                                                                                                       |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| Kelly C. Simoneaux, on behalf of Jean Morris Adams and Adolphus B. Baker as<br>Co-Conservators of Fred R. Adams, Jr., pursuant to a power of attorney | 01/11/2016 |
| <u>                    </u> **Signature of Reporting Person                                                                                           | Date       |
| Kelly C. Simoneaux, on behalf of Jean Morris Adams, pursuant to a power of attorney                                                                   | 01/11/2016 |
| <u>                    </u> **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) The Reporting Person disclaims beneficial ownership of all securities held as Co-Conservator of her spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16.
- (2) Represents allocation under KSOP as of December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.