

BAKER ADOLPHUS B
Form 4
January 17, 2018

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

P.O. BOX 2960

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2018

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

JACKSON, MS 39207

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock | 12/05/2017 | | G | V | 575 | A | \$ 0 | 1,212,765 D |
| Class A Common Stock | 12/05/2017 | | G | V | 575 | A | \$ 0 | 3,563 I By wife ⁽¹⁾ |
| Common Stock | 11/29/2017 | | G | V | 4,253 | D | \$ 0 | 241,076 D |
| Common Stock | 01/15/2018 | | F ⁽²⁾ | | 2,320 | D | \$ 44.2 | 238,756 D |
| | 01/16/2018 | | A ⁽³⁾ | | 6,500 | A | \$ 0 | 245,256 D |

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).

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

(1) this report should not be deemed an admission that the reporting person is the beneficial owner for the purposes of Section 16 or any other purpose.

(2) Shares withheld to cover taxes due upon the vesting of restricted stock.

(3) Represents a grant of time-vesting restricted stock, which will vest on the third anniversary of the date of grant.

(4) Represents current allocation under KSOP.

Note: File three copies of this Form, one of which must be manually signed. If space 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.