ADAMS FRED R JR
Form 4
August 24, 2018

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 *
ADAMS FRED R JR

(Last) (First) (Middle)

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)
08/14/2018

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 Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	08/14/2018		J(1)	V	96,480	D	$ 0	0	I	By wife (2)
Common Stock	08/14/2018		J(1)	V	96,480	A	$ 0	1,171,375	I	By wife (2)
Common Stock	08/14/2018		G	V	61,036	D	$ 0	1,110,339	I	By wife (2)
Common Stock	08/14/2018		G	V	61,036	D	$ 0	9,946,321	D	
Common Stock	08/14/2018		G(3)	V	6,633,720	D	$ 0	3,312,601	D	

Common Stock	08/14/2018		G[4]	V	3,312,601	D	$ 0	0	D	
Common Stock	08/14/2018		G[4]	V	3,312,601	A	$ 0	3,312,601	I	By a revocable trust
Common Stock	08/14/2018		G[3]	V	6,633,720	A	$ 0	6,633,720	I	By a family LLC
Class A Common Stock	08/14/2018		G[3]	V	3,487,192	D	$ 0	0	D	
Class A Common Stock	08/14/2018		G[3]	V	3,487,192	A	$ 0	3,487,192	I	By a family LLC
Common Stock								618,308.388	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 1474 (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
		X		

ADAMS FRED R JR
P.O. BOX 2960
JACKSON, MS 39207

Adams Jean Morris
P.O. BOX 2960 X
JACKSON, MS 39207

Signatures

Robert L. Holladay, Jr., on behalf of Jean Morris Adams and Adolphus B. Baker as Co-Conservators of Fred R. Adams, Jr., pursuant to a power of attorney	08/24/2018
**Signature of Reporting Person	Date
Robert L. Holladay, Jr., on behalf of Jean Morris Adams, pursuant to a power of attorney	08/24/2018
**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)	Represents a tax free exchange of shares in conjunction with estate planning.
(2)	Mr. Adams 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 he is the beneficial owner for purposes of Section 16 or any other purpose.
(3)	Represents Mr. Adams' transfer of securities of the Issuer to a revocable trust for his benefit, which securities were then transferred to a family-owned limited liability company.
(4)	Represents Mr. Adams' transfer of securities of the Issuer to a revocable trust for his benefit. Mrs. Adams is co-trustee of the trust.
(5)	Represents current allocation under KSOP.

Remarks:

As previously described in the Issuer's Proxy Statement filed with the SEC on June 25, 2018 related to its special meeting of st

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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