

ADAMS FRED R JR
Form 5
June 25, 2018

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
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1. Name and Address of Reporting Person *
ADAMS FRED R JR

(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)
06/02/2018

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 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 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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Class A Common Stock | 12/05/2017 | Â | G | 1,150 D \$ 0 | 3,487,192 | D | Â |
| Common Stock | 12/05/2017 | Â | G | 23,950 D \$ 0 | 10,007,357 | D | Â |
| Common Stock | 12/14/2017 | Â | G | 18,481 D \$ 0 | 1,500,505 | I | By wife (1) |
| Class A Common Stock | Â | Â | Â | Â Â Â | 96,480 | I | By wife (1) |

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Common Stock Â Â Â Â Â Â 618,308.388 I By KSOP (2)

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------|
| | | | | | (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 P.O. BOX 2960 JACKSON, MS 39207 | Â | Â X | Â | Â |
| Adams Jean Morris P.O. BOX 2960 JACKSON, MS 39207 | Â | Â X | Â | Â |

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 06/25/2018

____Signature of Reporting Person Date

Robert L. Holladay, Jr., on behalf of Jean Morris Adams, pursuant to a power of attorney 06/25/2018

____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) 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

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purpose.

(2) Represents current allocation under KSOP.

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.