

CAL MAINE FOODS INC
 Form 4
 July 15, 2013

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 *
HUGHES LETITIA CALLENDER

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)
48 AVERY CIRCLE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/23/2007

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

JACKSON, MS 39211
 (City) (State) (Zip)

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

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)
Common Stock				(A) or (D) Price	11,900 ⁽¹⁾	D	

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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 5.93	07/23/2007		X		6,000		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	6,000
Stock Appreciation Right	\$ 5.93	10/01/2007		X		1,000		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,000
Stock Appreciation Right	\$ 5.93	10/02/2007		X		500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	02/01/2008		X		1,000		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,000
Stock Appreciation Right	\$ 5.93	03/18/2008		X		500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	03/25/2008		X		250		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	250
Stock Appreciation Right	\$ 5.93	07/07/2008		X		500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	07/08/2008		X		500		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	07/17/2008		X		250		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	250
Stock Appreciation Right	\$ 5.93	08/01/2008		X		250		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	250
Stock Appreciation Right	\$ 5.93	08/05/2008		X		250		08/17/2006 ⁽²⁾	08/17/2015	Common Stock	250

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Stock Appreciation Right	\$ 5.93	08/06/2008	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5.93	08/11/2008	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5.93	08/14/2008	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5.93	08/18/2008	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5.93	08/18/2008	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5,393	09/19/2008	X	1,500	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,5
Stock Appreciation Right	\$ 5.93	12/23/2009	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5.93	12/28/2009	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5.93	12/30/2009	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5.93	01/19/2010	X	250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	2
Stock Appreciation Right	\$ 5.93	03/26/2010	X	1,000	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,0
Stock Appreciation Right	\$ 5.93	04/28/2011	X	4,250	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	4,2
Stock Appreciation Right	\$ 5.93	07/21/2011	X	1,000	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,0
Stock Appreciation Right	\$ 5.93	07/22/2011	X	1,000	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	1,0
Stock Appreciation	\$ 5.93	12/23/2011	X	8,000	08/17/2006 ⁽²⁾	08/17/2015	Common Stock	8,0

Right

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES LETITIA CALLENDER 48 AVERY CIRCLE JACKSON, MS 39211	X			

Signatures

/s/James H. Neeld, IV,
Attorney-in-Fact

07/15/2013

__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).
- Award of time-vesting restricted stock pursuant to Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan, subject to continuing employment. The award was approved by a committee composed solely of two or more non-employee directors of the issuer for purposes of Rule 16b-3 and includes an optional tax withholding feature. The award will vest 100% on the third anniversary of the date of grant.
- (1)
 - (2) The stock appreciation right became exercisable 20% on the first anniversary of grant date and 20% on each of the next four anniversary dates of grant.

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.