

CAL MAINE FOODS INC  
Form 4/A  
November 30, 2007

**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 \*  
ADAMS FRED R JR

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)  
C/O CM FOODS, PO BOX 2960

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/13/2006

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

Chief Executive Officer

(Street)  
JACKSON, MS 39207

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/15/2006

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            | 12/13/2006                           |  | G                              |   | 220,339   | A  | \$ 0 1,885,439                    | D <u>(1)</u>          |
| Class A Common Stock            | 12/13/2006                           |  | G                              |   | 2,600   | D  | \$ 0 1,882,839                    | D <u>(2)</u>          |
| Class A Common Stock            | 12/14/2006                           |  | G                              |   | 220,339   | D  | \$ 0 1,662,500                    | D <u>(3) (4)</u>      |
| Class A Common                  | 12/14/2006                           |  | G                              |   | 220,339   | A  | \$ 0 220,339                      | I <u>(5)</u> By Trust |

|                            |            |  |   |         |        |           |                  |  |          |
|----------------------------|------------|--|---|---------|--------|-----------|------------------|--|----------|
| Stock                      |            |  |   |         |        |           |                  |  |          |
| Class A<br>Common<br>Stock |            |  |   |         |        | 279,661   | I <u>(6)</u>     |  | By Trust |
| Common<br>Stock            | 12/14/2006 |  | G | 300,000 | D \$ 0 | 677,749   | I <u>(7) (8)</u> |  | By Wife  |
| Common<br>Stock            | 12/14/2006 |  | G | 300,000 | A \$ 0 | 300,000   | I <u>(7) (8)</u> |  | By Wife  |
| Common<br>Stock            | 12/14/2006 |  | G | 135,300 | D \$ 0 | 5,526,165 | D <u>(9)</u>     |  |          |
| Common<br>Stock            |            |  |   |         |        | 300,000   | I <u>(10)</u>    |  | By Trust |
| Common<br>Stock            |            |  |   |         |        | 495,426   | I <u>(11)</u>    |  | By Trust |
| Common<br>Stock            |            |  |   |         |        | 452,517   | I <u>(12)</u>    |  | By ESOP  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<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. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                       |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

ADAMS FRED R JR  
C/O CM FOODS  
PO BOX 2960  
JACKSON, MS 39207

X X Chief Executive Officer

## Signatures

/s/ Peter E. Panarites;  
Attorney-in-fact

11/30/2007

\_\_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) Scheduled payment under Section 2.4 of the Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2005.
- (2) Gift to Adolphus B. Baker dated December 13, 2006.
- (3) Gift to Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2006.
- (4) Share balance of Class A Common Stock owned directly by Fred R. Adams, Jr.
- (5) Share balance of Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2006.
- (6) Share balance of Fred R. Adams, Jr. Grantor-Retained Trust dated December 14, 2005.
- (7) Gift of 300,000 shares by Mr. Adams' wife to, and acquisition by, Jean Reed Adams Grantor-Retained Trust dated December 14, 2006.
- (8) The reporting person disclaims beneficial ownership of all securities held by his wife, directly or indirectly, 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 or any other purpose.
- (9) Share balance of Common Stock owned directly by Fred R. Adams, Jr.
- (10) Share balance of Fred R. Adams, Jr. Grantor-Retained Trust dated November 14, 2006.
- (11) Share balance of Fred R. Adams, Jr. Grantor-Retained Trust dated November 14, 2005.
- (12) Share balance of Common Stock held in ESOP.

### Remarks:

Amends Form 4 filed on December 15, 2006 with regards to form of ownership and inclusion of the Fred R. Adams, Jr. Grantor-Retained Trusts dated November 14, 2005 and November 14, 2006.

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.