

CAL MAINE FOODS INC  
Form 4  
December 30, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
WYATT JOE M

(Last) (First) (Middle)

2148 PINEHAVEN DRIVE

(Street)

CLINTON, MS 39056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CAL MAINE FOODS INC [CALM]

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

12/29/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/29/2010		M <sup>(1)</sup>		6,000	A	\$ 5.93
					11,900		<sup>(2)</sup>
Common Stock	12/29/2010		S		1,000	D	\$ 31.846
					10,900		<sup>(2)</sup>
Common Stock	12/29/2010		S		1,000	D	\$ 31.7
					9,900		<sup>(2)</sup>
Common Stock	12/29/2010		S		4,000	D	\$ 31.5329
					5,900		<sup>(2)</sup>
Common Stock					908.86		<sup>(3)</sup>
						I	By ESOP

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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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Row 1: Option (right to buy), \$ 5.93, 12/29/2010, M(1), 6,000, 12/29/2010(4), (6), Common Stock, 6,000.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Relationship categories: Director, 10% Owner, Officer, Other. Entry: WYATT JOE M, 2148 PINEHAVEN DRIVE, CLINTON, MS 39056, Vice President.

Signatures

/s/ James H. Neeld III, Attorney-in-fact, 12/29/2010

\*\*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) Exercise of purchase right pursuant to Issuer's Incentive Stock Option Plan.
(2) This amount includes shares held jointly with the reporting person's wife.
(3) Represents current allocation under the Issuer's Employee Stock Option Plan (ESOP).
(4) The stock option became exercisable to the extent of 20% on 12/29/10 and is cumulatively exercisable to the extent of 20% each year thereafter.

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(5) Represents common stock underlying unexercised option rights in the Issuer's Incentive Stock Option Plan.

(6) N/A

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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