

ADAMS FRED R JR  
Form 4  
August 24, 2018

**FORM 4**

**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).

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/14/2018		J <sup>(1)</sup>	V 96,480 D \$ 0 0		I	By wife <sup>(2)</sup>
Common Stock	08/14/2018		J <sup>(1)</sup>	V 96,480 A \$ 0 1,171,375		I	By wife <sup>(2)</sup>
Common Stock	08/14/2018		G	V 61,036 D \$ 0 1,110,339		I	By wife <sup>(2)</sup>
Common Stock	08/14/2018		G	V 61,036 D \$ 0 9,946,321		D	
Common Stock	08/14/2018		G <sup>(3)</sup>	V 6,633,720 D \$ 0 3,312,601		D	

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Common Stock	08/14/2018	G <sup>(4)</sup>	V	3,312,601	D	\$ 0	0		D	
Common Stock	08/14/2018	G <sup>(4)</sup>	V	3,312,601	A	\$ 0	3,312,601	I		By a revocable trust
Common Stock	08/14/2018	G <sup>(3)</sup>	V	6,633,720	A	\$ 0	6,633,720	I		By a family LLC
Class A Common Stock	08/14/2018	G <sup>(3)</sup>	V	3,487,192	D	\$ 0	0		D	
Class A Common Stock	08/14/2018	G <sup>(3)</sup>	V	3,487,192	A	\$ 0	3,487,192	I		By a family LLC
Common Stock							618,308.388	I		By KSOP <sup>(5)</sup>

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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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  
JACKSON, MS 39207

X

## 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 s

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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