

CAL-MAINE FOODS INC
 Form 5
 January 11, 2016

FORM 5

**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).
 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

1. Name and Address of Reporting Person *
 Adams Jean Morris
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 CAL-MAINE FOODS INC [CALM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

P.O. BOX 2960
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

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

JACKSON, MS 39207
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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) (A) Amount or (D) Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/23/2015 | Â | G | 22,030 D \$ 0 | 9,962,956 | I | As Co-Conservator of Spouse ⁽¹⁾ |
| Class A Common Stock | 12/23/2015 | Â | G | 1,140 D \$ 0 | 3,489,610 | I | As Co-Conservator of Spouse ⁽¹⁾ |
| Common Stock | 12/23/2015 | Â | G | 11,400 D \$ 0 | 1,543,470 | D | Â |
| Common Stock | 12/28/2015 | Â | G | 4,084 D \$ 0 | 1,539,386 | D | Â |

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| | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|-------------|---|---|
| Class A Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 96,480 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 715,859.388 | I | As Co-Conservator of Spouse - KSOP <u>(1)</u> <u>(2)</u> |

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.

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(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 Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (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 Jean Morris P.O. BOX 2960 JACKSON, MS 39207 | ^ | ^ X | ^ | ^ |
| ADAMS FRED R JR P.O. BOX 2960 JACKSON, MS 39207 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| Kelly C. Simoneaux, on behalf of Jean Morris Adams and Adolphus B. Baker as Co-Conservators of Fred R. Adams, Jr., pursuant to a power of attorney | 01/11/2016 |
| __Signature of Reporting Person | Date |
| Kelly C. Simoneaux, on behalf of Jean Morris Adams, pursuant to a power of attorney | 01/11/2016 |
| __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 as Co-Conservator of her spouse, 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.
- (2) Represents allocation under KSOP as of December 31, 2015.

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.