

CAL MAINE FOODS INC

Form 4

July 11, 2013

**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  
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2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Poole James E

(Last) (First) (Middle)

P. O. BOX 5167

(Street)

JACKSON, MS 39296

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/23/2007

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)

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)
Common Stock			Code	V Amount (D) Price	1,200	D <sup>(1)</sup>	

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 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	01/23/2007		X		6,000		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	6,000
Stock Appreciation Right	\$ 5.93	08/23/2007		X		6,000		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	6,000
Stock Appreciation Right	\$ 5.93	08/18/2008		X		1,500		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	1,500
Stock Appreciation Right	\$ 5.93	02/10/2009		X		500		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	05/08/2009		X		500		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	07/16/2009		X		500		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	10/26/2009		X		500		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	500
Stock Appreciation Right	\$ 5.93	12/28/2009		X		2,500		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	2,500
Stock Appreciation Right	\$ 5.93	04/09/2010		X		300		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	300
Stock Appreciation Right	\$ 5.93	07/26/2010		X		300		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	300
Stock Appreciation Right	\$ 5.93	10/07/2010		X		900		08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	900

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Stock Appreciation Right	\$ 5.93	01/03/2011	X	400	08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	4
Stock Appreciation Right	\$ 5.93	03/28/2011	X	800	08/06/2006 <sup>(2)</sup>	08/17/2015	Common Stock	8
Stock Appreciation Right	\$ 5.93	07/19/2011	X	700	08/06/2006 <sup>(2)</sup>	08/17/2015	Common Stock	7
Stock Appreciation Right	\$ 5.93	09/21/2011	X	400	08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	4
Stock Appreciation Right	\$ 5.93	01/03/2012	X	1,600	08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	1,6
Stock Appreciation Right	\$ 5.93	03/12/2012	X	500	08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	5
Stock Appreciation Right	\$ 5.93	06/07/2012	X	600	08/06/2006 <sup>(2)</sup>	08/17/2015	Common Stock	6
Stock Appreciation Right	\$ 5.93	08/23/2012	X	500	08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	5
Stock Appreciation Right	\$ 5.93	10/01/2012	X	1,500	08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	1,5
Stock Appreciation Right	\$ 5.93	12/28/2012	X	500	08/17/2006 <sup>(2)</sup>	08/17/2015	Common Stock	5
Stock Appreciation Right	\$ 5.93	04/26/2013	X	500	08/06/2006 <sup>(2)</sup>	08/17/2015	Common Stock	5
Stock Appreciation Right	\$ 5.93	07/09/2013	X	2,500	08/06/2006 <sup>(2)</sup>	08/17/2015	Common Stock	2,5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Poole James E P. O. BOX 5167	X			

JACKSON, MS 39296

## Signatures

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

07/11/2013

\_\_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.

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