

ADAMS FRED R JR
Form 4
November 16, 2005

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)
11/14/2005

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)

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					2,170,000	D	
Common Stock					781,562	I ⁽¹⁾	By Wife
Common Stock	04/14/2005		I		2,788 ⁽²⁾	A	\$ 0
Common Stock	11/14/2005		G ⁽⁴⁾		490,123 ⁽³⁾	I	By ESOP
Common Stock	11/14/2005		G ⁽⁴⁾		800,000	D	\$ 0
Common Stock	11/14/2005		G ⁽⁴⁾		800,000	A	\$ 0
Common Stock	11/14/2005		G ⁽⁴⁾		800,000	I	By Trust

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 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 (Instr. 5).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: ADAMS FRED R JR, C/O CM FOODS, PO BOX 2960, JACKSON, MS 39207, Chief Executive Officer.

Signatures

Arthur H. Bill, Attorney-in-Fact, 11/16/2005. 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 by his wife, 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 for any other purpose.
(2) These shares were distributed in connection with the Company's ESOP 2004 year-end distribution to the reporting person's ESOP account. The year-end distribution was not effectuated until April 2005. The reporting person has voluntarily reported this acquisition on Form 4 even though such acquisitions are exempt from reporting by virtue of Rule 16a-3(f).
(3) The reported amount also reflects a reduction of 28,997 shares of common stock as a result of a sale of shares in connection with a distribution.

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(4) Gift to Fred R. Adams, Jr. Grantor-Retained Annuity Trust Dated November 14, 2005.

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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