

ADAMS FRED R JR
Form 4
December 22, 2010

FORM

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**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)	3. Date of Earliest Transaction (Month/Day/Year)		<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
P.O. BOX 2960			12/21/2010		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)		Chairman of the Board	
JACKSON, MS 39207					6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/21/2010		G	V 46,600 D \$ 0	5,346,385	D ⁽³⁾	
Class A Common Stock	12/21/2010		G	V 800 D \$ 0	1,796,776	D ⁽²⁾	
Common Stock					452,517	I	By ESOP
Common Stock					778,173	I ⁽¹⁾	By Wife

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

