ADAMS FRED R JR

Form 4

December 22, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Estimated average

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ADAMS FRED R JR			Symbol						Issuer			
			CAL MAINE FOODS INC [CALM]					LM]	(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)						_X_ Director _X_ 10% Owner			
P.O. BOX 2960			12/21/2010						X Officer (give title Other (specify below) Chairman of the Board			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)					
JACKSON,						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	Date, if Transactio Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities I Beneficially (Owned I Following (Reported Transaction(s)	Indirect (I) Owner		
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
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.

Edgar Filing: ADAMS FRED R JR - Form 4

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ADAMS FRED R JR								
P.O. BOX 2960	X	X	Chairman of the Board					
JACKSON, MS 39207								

Signatures

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

**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).
- The reporting person disclaims beneficial ownership of all securities held by his wife, Jean Reed Adams, directly or indirectly, and this (1) report should not be deemed an admission that the reporting person is the beneficial owner for purposes of Section 16 or any other purpose.
- (2) Gifts of Class A Common Stock to Adolphus B. Baker.
- (3) Gifts of Common Stock from the direct ownership account of Fred R. Adams, Jr.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 2