

BAKER ADOLPHUS B
Form 4
January 17, 2019

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 *
BAKER ADOLPHUS B

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)
P.O. BOX 2960

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(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			
Common Stock	12/14/2018		G	V 2,900 D \$ 0	145,876	D	
Common Stock	01/15/2019		F(1)	1,889 D \$ 42.68	143,987	D	
Common Stock	01/15/2019		A(2)	6,882 A \$ 0	150,869	D	
Common Stock	12/14/2018		G	V 12,711 D \$ 0	6,621,009	I	By DLNL, LLC, a family LLC

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Common Stock		233,320	I	By wife ⁽³⁾
Class A Common Stock		4,800,000	I	By DLNL, LLC, a family LLC
Common Stock		146,211.674	I	By KSOP ⁽⁴⁾
Common Stock		4,855.608	I	By wife's KSOP ⁽³⁾ ⁽⁴⁾

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER ADOLPHUS B P.O. BOX 2960 JACKSON, MS 39207	X	X	Chairman & CEO	
DLNL, LLC 3320 W. WOODROW WILSON AVE. JACKSON, MS 39209		X		

Signatures

Robert L. Holladay, Jr., on behalf of Adolphus B. Baker, pursuant to a power of attorney 01/17/2019

__Signature of Reporting Person

Date

Robert L. Holladay, Jr., on behalf of DLNL, LLC, pursuant to a power of attorney 01/17/2019

__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) Shares withheld to cover taxes due upon the vesting of restricted stock.

(2) Represents a grant of time-vesting restricted stock, which will vest on the third anniversary of the date of grant.

The reporting person disclaims beneficial ownership of all securities held by his wife, Dinnette Adams Baker, directly or indirectly, and
(3) this report should not be deemed an admission that the reporting person is the beneficial owner for the purposes of Section 16 or any other purpose.

(4) Represents current allocation under KSOP.

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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