Edgar Filing: CAL MAINE FOODS INC - Form 4

	E FOODS INC										
Form 4 January 17, 2	014										
FORM	1								OMB AF	PROVAL	
	UNITED	STATES		ATTIES A			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long	or			aF					Expires:	January 31, 2005	
subject to Section 16. Form 4 or				GES IN I SECUR		ICIA	LOW	NERSHIP OF	Estimated a burden hour response	iverage	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	Instance. Section 17	(a) of the	Public Ut		ling Con	npany	y Act of	e Act of 1934, E 1935 or Section 0			
(Print or Type R	lesponses)										
Miller Sherman Sy			Symbol	Name and			-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle) 3. Date of Earliest Transaction					(Check	eck all applicable)			
(Mor				Inoth/Day/Year) 1/15/2014				Director 10% Owner X Officer (give title Other (specify below) below) Vice President, COO			
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
BRANDON	, MS 39047							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/15/2014			A <u>(1)</u>	1,800	А	\$ 53.53	3,600	D		
Common Stock								1,047.54	Ι	By KSOP	
Common Stock	01/15/2014			A <u>(1)</u>	200	A	\$ 53.53	400	Ι	Owned by Wife (3)	
Common Stock								762.198	Ι	Owned by Wife (4)	

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
Miller Sherman 101 AUDUBON POINTE DRIVE BRANDON, MS 39047			Vice President, COO				
Signatures							

Signatures

James H. Neeld, IV, 01/17/2014 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).
- 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 (1) 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, which was January 15, 2014.
- (2) Allocation of KSOP Shares at January 17, 2014.
- The reporting person disclaims beneficial ownership of all securities held by his wife, directly or indirectly, and this report should (3) not be deemed an admission that the reporting person is the beneficial owner for purposes of Section 16 or any other purpose.
- These shares are allocated to the reporting person's spouse's KSOP account as of January 17, 2014. Reporting person disclaims (4) beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

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