

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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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

(Last) (First) (Middle)

C/O CM FOODS, PO BOX 2960

(Street)

JACKSON, MS 39207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CAL MAINE FOODS INC [CALM]

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

11/14/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	\$ 0 490,123 ⁽³⁾	By ESOP	
Common Stock	11/14/2005		G ⁽⁴⁾		800,000	D	\$ 0 6,022,278	D	
Common Stock	11/14/2005		G ⁽⁴⁾		800,000	A	\$ 0 800,000	I	By Trust

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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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