### CAL MAINE FOODS INC

Form 4/A

November 30, 2007

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

ADAMS FRED R JR

1. Name and Address of Reporting Person \*

			CAL MAINE FOODS INC [CALM]					(Check all applicable)			
(Last) C/O CM FO	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2006					_X_ DirectorX_ 10% OwnerX_ Officer (give title Other (specify below) Chief Executive Officer					
JACKSON,	4. If Amendment, Date Original Filed(Month/Day/Year) 11/15/2006					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	Perivative Se	curiti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock								1,665,100	D		
Class A Common Stock								500,000	I (1)	By Trust	
Common Stock								977,749	I (2)	By Wife	
Common Stock	11/13/2006			G	304,574	D	\$0	495,426	I (3) (4)	By Trust	
	11/13/2006			G	304,574	A	\$0	5,961,465	D		

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Common Stock								
Common Stock	11/14/2006	G	300,000	D	\$0	5,661,465	D (5)	
Common Stock	11/14/2006	G	300,000	A	\$0	300,000	I (6)	By Trust
Common Stock						452,517	I (7)	By ESOP

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 3	etion	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips								
1 0	Director	10% Owner	Officer	Other					
ADAMS FRED R JR C/O CM FOODS PO BOX 2960 JACKSON, MS 39207	X	X	Chief Executive Officer						
Cianaturas									

Signatures

/s/ Peter E. Panarites
Attorney-in-fact
11/30/2007

\*\*Signature of Reporting Person Date

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# **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) Share balance of Fred R. Adams, Jr. Grantor-Retained Annuity Trust Dated December 14, 2005.
- (2) The reporting person disclaims beneficial ownership of all securities held by his wife, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (3) Scheduled payment under Section 2.4 of the Fred R. Adams, Jr. Grantor-Retained Annuity Trust dated November 14, 2005.
- (4) Share balance of Fred R. Adams, Jr. Grantor-Retained Annuity Trust dated November 14, 2005.
- (5) Gift to Fred R. Adams, Jr. Grantor-Retained Annuity Trust dated November 14, 2006.
- (6) Share balance of Fred R. Adams, Jr. Grantor-Retained Annuity Trust dated November 14, 2006.
- (7) The reported amount also reflects a reduction of 38,486 shares of common stock as a result of a mandatory ESOP distribution.

#### **Remarks:**

Amends Form 4 filed on November 15, 2006 with regards to form of ownership.

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.