CAL MAINE FOODS INC
Form 4
May 15, 2012

FORM 4

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

OMB APPROVAL	
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Expires:	January 31, 2005
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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 *
DAWSON TIMOTHY A

(Last) (First) (Middle)

CAL-MAINE FOODS, INC., 229 HOY FARMS DRIVE

(Street)

MADISON, MS 39110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CAL MAINE FOODS INC [CALM]

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CFO, Secretary/Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/11/2012		M (1)		10,000	A	$ 5.93	10,000	D	
Common Stock	05/11/2012		S		300	D	$ 37.911	9,700	D	
Common Stock	05/11/2012		S		3,100	D	$ 37.91	6,600	D	
Common Stock	05/11/2012		S		1,100	D	$ 38.05	5,500	D	
Common Stock	05/11/2012		S		377	D	$ 37.8	5,123	D	

Common Stock	05/11/2012		S		2,323	D	$ 37.75	2,800	D	
Common Stock	05/11/2012		S		700	D	$ 37.79	2,100	D	
Common Stock	05/11/2012		S		100	D	$ 37.93	2,000	D	
Common Stock	05/11/2012		S		1,000	D	$ 37.92	1,100	D	
Common Stock	05/11/2012		S		200	D	$ 37.9	800	D	
Common Stock	05/11/2012		S		800	D	$ 37.89	0	D	
Common Stock								1,823.096 (2)	I	By ESOP

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)	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	$ 5.93	05/11/2012		M(1)			10,000	08/17/2006(3)	08/17/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAWSON TIMOTHY A CAL-MAINE FOODS, INC.	X		CFO, Secretary/Treasurer	

229 HOY FARMS DRIVE
MADISON, MS 39110

Signatures

/s/James H. Neeld, IV, Attorney-in-Fact	05/14/2012
**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)** Exercise of purchase right pursuant to option issued under Issuer's 2005 Incentive Stock Option Plan.
- **(2)** Represents current allocation under Employee Ownership Plan.
- **(3)** The stock option became exercisable to the extent of 20% on 8/17/2006 and was cumulatively exercisable to the extent of 20% each year thereafter.
- **(4)** Represents common stock underlying unexercised option rights in the Issuer's 2005 Incentive Stock Option Plan.

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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