

CAL MAINE FOODS INC
Form 4/A
November 30, 2007

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 *
ADAMS FRED R JR

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)
C/O CM FOODS, PO BOX 2960

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2006

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

JACKSON, MS 39207

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/15/2006

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					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

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.