

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2008-08-29** | Period of Report: **2008-07-31**

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ISSUER

CAL MAINE FOODS INC

CIK: **16160** | IRS No.: **640500378** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **0200** Agricultural prod-livestock & animal specialties

Mailing Address

3320 WOODROW WILSON DR
JACKSON MS 39209

Business Address

3320 WOODROW WILSON
DRIVE
JACKSON MS 39207
6019486813

REPORTING OWNER

DAWSON TIMOTHY A

CIK: **1195245**
Type: **4/A** | Act: **34** | File No.: **000-04892** | Film No.: **081049166**

Mailing Address

CAL-MAINE FOODS, INC.
PO BOX 2960
JACKSON MS 39207

Business Address

MISSISSIPPI CHEMICAL
CORP
YAZOO CITY MS 39194
601-948-6813

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
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 hours per response 0.5

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

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

1. Name and Address of Reporting Person DAWSON TIMOTHY A			2. Issuer Name and Ticker or Trading Symbol CAL MAINE FOODS INC [CALM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title <input type="checkbox"/> Other (specify below) Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2008					
CAL-MAINE FOODS, INC., PO BOX 2960			4. If Amendment, Date Original Filed(Month/Day/Year) 08/01/2008			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) JACKSON, MS 39207								
(City)	(State)	(Zip)						

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	07/31/2008		M	(1)	6,000	A	\$5.93	6,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (right to buy)	\$5.93	07/31/2008		M	(1)	6,000		08/17/2007	08/17/2015	Common Stock	24,000	\$ 0	24,000	D	

Explanation of Responses:

1. Exercise of purchase right pursuant to issuer's Incentive Stock Option Plan. This amendment is filed solely for the purpose of correcting note 1 of the reporting person's original Form 4 filed on 08/01/08, which incorrectly reported the acquisition as occurring pursuant to the issuer's Employee Stock Ownership Plan. There is no other change to the information provided in the reporting person's Form 4 filed on 08/01/08.

Signatures

/s/ Peter E. Panarites, Attorney-in-fact

** Signature of Reporting Person

08/29/2008

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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 Number.