UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(mark one)

|X| Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 1, 2003

OR

|_| Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ____________ to ____________

Commission file number: 000-04892

CAL-MAINE FOODS, INC.
(Exact name of registrant as specified in its charter)

Delaware	f 64-0500378
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

3320 Woodrow Wilson Avenue, Jackson, Mississippi 39209
(Address of principal executive offices) (Zip Code)

(601) 948-6813
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No _____

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 under the Exchange Act).

Yes _____ No X

Number of shares outstanding of each of the issuer's classes of common stock (exclusive of treasury shares), as of March 31, 2003.

Common Stock, $0.01 par value	10,564,388 shares
Class A Common Stock, $0.01 par value	1,200,000 shares

CAL-MAINE FOODS, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CAL-MAINE FOODS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

	March 1,2003 (unaudited)	June 1, 2002 (note (1))
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,126	$ 4,878
Trade and other receivables	21,930	17,380
Recoverable federal income taxes	6,031	6,031
Inventories	51,245	46,108
Prepaid expenses and other current assets	1,428	911
Total current assets	83,760	75,308
Notes receivable and investments	7,404	7,116
Goodwill	3,147	3,147
Other assets	1,772	1,865
Property, plant and equipment	265,474	258,696
Less accumulated depreciation	(125,817)	(116,478)
	139,657	142,218
TOTAL ASSETS	$ 235,740	$ 229,654
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable to banks	$ 8,500	$ 7,000
Accounts payable and accrued expenses	28,033	28,867
Current maturities of long-term debt	12,507	10,364
Deferred income taxes	11,767	11,767
Total current liabilities	60,807	57,998
Long-term debt, less current maturities	97,804	107,998
Other non-current liabilities	1,480	1,450
Deferred income taxes	13,727	7,748
Total liabilities	173,818	175,194
Stockholders' equity:		
Common stock $0.01 par value per share:		
Authorized shares - 30,000,000		
Issued and outstanding shares - 17,565,200 at March 1, 2003 and June 1, 2002	176	176
Class A common stock $0.01 par value, authorized, issued and outstanding 1,200,000 shares	12	12
Paid-in capital	18,784	18,784
Retained earnings	56,049	48,587
Common stock in treasury-6,863,512 shares at March 1,2003 and June 1, 2002	(13,099)	(13,099)
Total stockholders' equity	61,922	54,460
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 235,740	$ 229,654

See notes to condensed consolidated financial statements.

CAL-MAINE FOODS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
UNAUDITED

	13 Weeks Ended		39 Weeks Ended	
	March 1, 2003	March 2, 2002	March 1, 2003	March 2, 2002
Net sales	$ 106,822	$ 86,927	$ 284,024	$ 243,114
Cost of sales	82,014	74,908	233,790	219,004
Gross profit	24,808	12,019	50,234	24,110
Selling, general and administrative	11,629	10,543	32,461	31,012
Operating income (loss)	13,179	1,476	17,773	(6,902)
Other income (expense):				
Interest expense, net	(1,762)	(2,046)	(6,104)	(6,368)
Other	522	(291)	734	(283)
	(1,240)	(2,337)	(5,370)	(6,651)
Income (loss) before income taxes	11,939	(861)	12,403	(13,553)
Income tax expense (benefit)	4,334	(310)	4,501	(4,843)
NET INCOME (LOSS)	$ 7,605	$ (551)	$ 7,902	$ (8,710)
Net income (loss) per common share:				
Basic	$ .65	$ (.05)	$ .67	$ (.74)
Diluted	$ .64	$ (.05)	$ .67	$ (.74)
Dividends per common share	$ .0125	$ .0125	$ .0375	$ .0375
Weighted average shares outstanding:				
Basic	11,764	11,764	11,764	11,802
Diluted	11,840	11,764	11,837	11,802

See notes to condensed consolidated financial statements.

CAL-MAINE FOODS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
UNAUDITED

	39 Weeks Ended	
	March 1, 2003	March 2, 2002
Cash flows provided by (used in) operating activities	$ 14,500	$ (5,742)
Cash flows from investing activities:		
Purchases of property, plant and equipment	(3,831)	(5,694)
Construction of production facilities	(6,097)	(6,730)
Payments received on notes receivable and from investments	73	161
Decrease in note receivable, investments and other assets	113	(212)
Net proceeds from sale of property, plant and equipment	482	977
Net cash used in investing activities	(9,260)	(11,498)
Cash flows from financing activities:		
Net borrowings on notes payable to banks	1,500	8,000
Long-term borrowings	-0-	9,000
Principal payments on long-term debt	(8,052)	(6,998)
Purchases of common stock for treasury	-0-	(571)
Payment of dividends	(440)	(444)
Net cash provided by (used in) financing activities	(6,992)	8,987
Net change in cash and cash equivalents	(1,752)	(8,253)
Cash and cash equivalents at beginning of period	4,878	13,129
Cash and cash equivalents at end of period	$ 3,126	$ 4,876

See notes to condensed consolidated financial statements.

CAL-MAINE FOODS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(in thousands, except share amounts)
March 1, 2003
(unaudited)

1. Presentation of Interim Information

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of the management , all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month and nine-month periods ended March 1, 2003 are not necessarily indicative of the results that may be expected for the year ended May 31, 2003.

The balance sheet at June 1, 2002 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Cal-Maine Foods, Inc. and Subsidiaries Annual Report on Form 10-K for the year ended June 1, 2002.

2. Inventories

Inventories consisted of the following:

	March 1, 2003	June 1, 2002
Flocks	$ 32,424	$ 30,836
Eggs	3,370	2,258
Feed and supplies	12,737	10,073
Livestock	2,714	2,942
	$ 51,245	$ 46,108

3. Other Matters

During the third quarter of fiscal 2003, the Company received $4,090 in vendor settlements pertaining to overcharges for vitamins and methionine purchased by the Company over a number of years. The total received for the 39 weeks ended March 1,2003 is $7,037. The settlements are reflected in the accompanying condensed consolidated financial statements as a reduction of cost of sales in the periods ended March 1, 2003. The net after tax, per basic share, effect is $.22 for the current quarter and $.38 for the 39 weeks ended March 1,2003.

ITEM 2. MANAGEMENTS'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

The Company is primarily engaged in the production, cleaning, grading, packing, and sale of fresh shell eggs. The Company's fiscal year end is the Saturday nearest to May 31.

The Company's operations are fully integrated. It owns facilities to hatch chicks, grow pullets, manufacture feed, and produce, process, and distribute shell eggs. The Company currently is the largest producer and distributor of fresh shell eggs in the United States. The shell egg segment sales, including feed sales to outside egg producers, accounted for 98% of the Company's net sales. The Company primarily markets its shell eggs in the southwestern, southeastern, mid-western and mid-Atlantic regions of the United States. Shell eggs are sold directly by the Company primarily to national and regional supermarket chains.

The Company currently uses contract producers for approximately 15% of its total egg production. Contract producers operate under agreements with the Company for the use of their facilities in the production of shell eggs by layers owned by the Company, which owns the eggs produced. Also, shell eggs are purchased, as needed, from outside producers for resale by the Company.

The Company's operating income or loss is significantly affected by wholesale shell egg market prices, which can fluctuate widely and are outside of the Company's control. Retail sales of shell eggs are greatest during the fall and winter months and lowest during the summer months. Prices for shell eggs fluctuate in response to seasonal factors and a natural increase in egg production during the spring and early summer.

The Company's cost of production is materially affected by feed costs, which average about 56% of Cal-Maine's total farm egg production cost for the current and prior year. Changes in feed costs result in changes in the Company's cost of goods sold. The cost of feed ingredients is affected by a number of supply and demand factors such as crop production and weather, and other factors, such as the level of grain exports, over which the Company has little or no control.

According to U.S. Department of Agriculture reports, during calendar year 2002, the chick hatch was lower than in the same twelve-month period in 2001, resulting in lower projected hen numbers for 2003. The same data for January and February 2003 shows the chick hatch below January and February 2002. This could result in decreased egg production and upward pressure on egg prices. Egg demand is very good for domestic use. Export opportunities for 2003 are uncertain at this time. Although the fall 2002 grain crop was adequate, current grain commodities futures trading levels indicate that the cost of feed ingredients may be at higher price levels during 2003.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, certain items from the Company's Condensed Consolidated Statements of Operations expressed as a percentage of net sales.

	Percentage of Net Sales			
	13 Weeks Ended		39 Weeks Ended	
	March 1, 2003	March 2, 2002	March 1, 2003	March 2, 2002
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	76.8	86.2	82.3	90.0
Gross profit	23.2	13.8	17.7	10.0
Selling, general & administrative	10.9	12.1	11.4	12.8
Operating income (loss)	12.3	1.7	6.3	(2.8)
Other expense	(1.1)	(2.7)	(1.9)	(2.7)
Income (loss) before taxes	11.2	(1.0)	4.4	(5.5)
Income tax expense (benefit)	4.1	(0.4)	1.6	(1.9)
Net income (loss)	7.1%	(0.6)%	2.8%	(3.6)%

NET SALES

Net sales for the third quarter of fiscal 2003 were $106.8 million, an increase of $19.9 million, or 22.9% as compared to net sales of $86.9 million for the third quarter of fiscal 2002. Total dozens of eggs sold increased in the current quarter and egg selling prices increased as compared with prices last year. Dozens sold for the current quarter were 146.7 million dozen, an increase of 3.3 million dozen, or 2.3% as compared to the third quarter of last year. Consumer demand was good and egg supply was in balance, helped by a sizeable, one time, export order to Europe by the U.S. egg industry. These market factors resulted in higher egg selling prices during the current quarter. The Company's net average selling price per dozen for the fiscal 2003 third quarter was $.693, compared to $.576 for the third quarter of last year, an increase of 20.3%.

Net sales for the thirty-nine weeks ended March 1, 2003 were $284.0 million, an increase of $40.9 million, or 16.8%, as compared to net sales of $243.1 million for last year. As in the current quarter, total dozens sold increased and net egg selling prices increased. Dozens sold for the current 39 week period were 427.7 million as compared to 420.1 million for the same period in last fiscal year, an increase of 1.8%. For the current 39 week period, the Company's net average selling price per dozen was $.631, compared to $.547 per dozen last year, an increase of 15.4%.

COST OF SALES

Cost of sales for the third quarter ended March 1, 2003 was $82.0 million, an increase of $7.1 million, or 9.5%, as compared to cost of sales of $74.9 million for last year's third quarter. The increase is due to higher cost of purchases from outside egg producers and higher cost of feed ingredients, offset by the Company's $4.1 million recovery share of a class action feed ingredient lawsuit. Settlement discussions are ongoing with other ingredient suppliers and management believes that additional settlements, of an indeterminate amount, are likely during the remainder of fiscal 2003. Dozens of eggs sold increased 2.3%. These additional dozens were the net result of an increase in dozens produced in Company facilities and small decrease in the number of dozens purchased from outside egg producers. The increase in the cost of the eggs purchased from outside producers was due to stronger egg market conditions. Feed cost for the third quarter ended March 1, 2003 was $.218 per dozen, compared to last fiscal year's cost per dozen of $.193, an increase of 13.0%. The higher egg selling prices resulted in an increase in gross profit from 13.8% of net sales for the quarter ended March 2, 2002 to 23.2% of net sales for the current quarter ended March 1, 2003.

For the thirty-nine week period ended March 1, 2003, cost of sales was $233.8 million, an increase of $14.8 million, or 6.8%, as compared to cost of sales of $219.0 million for last year. As in the quarter, the increase in cost of sales is the result of higher outside egg purchase cost and an increase in the cost of feed, offset by the Company's $7.0 million recovery share, for the 39 week period, of the class action feed ingredient lawsuit. Feed cost for the current 39 weeks was $.211 per dozen, compared to $.195 per dozen last year, an increase of 8.2%. The increase in egg selling prices resulted in an increase in gross profit from 10.0% of net sales for the prior year 39 week period to 17.7% for the current 39 week period.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses for the third quarter ended March 1, 2003 were $11.6 million, an increase of $1.1 million, or 10.5%, as compared to $10.5 million for last fiscal year's third quarter. The increase is due to an increase in payroll and related expenses and increased delivery costs, especially in costs of insurance and employee benefits. On a cost per dozen sold basis, selling, general and administrative expenses increased $.005 per dozen, or $.079 per dozen for the current quarter as compared to $.074 for the same period in the prior year. As a percent of net sales, selling, general and administrative expenses decreased from 12.1% for the fiscal 2002 third quarter to 10.9% for the current quarter.

For the thirty-nine weeks ended March 1, 2003, selling, general and administrative expenses were $32.5 million, an increase of $1.5 million, or 4.8%, as compared to $31.0 million for the same period in the prior fiscal year. As in the current quarter, the increased cost was related to increases in payroll and related expenses, and increased delivery expenses. On a cost per dozen sold basis, selling, general and administrative expenses increased slightly, $.076 for the current year and $.074 for last fiscal year. As a percent of net sales, selling, general and administrative expenses have decreased from 12.8% for the prior 39 week period to 11.4% for the current 39 week period.

OPERATING INCOME

As the result of the above, operating income was $13.2 million for the third quarter ended March 1, 2003, as compared to operating income of $1.5 million for last year's fiscal third quarter. Operating income was 12.3% of net sales for the current fiscal quarter, compared to operating income of 1.7% of net sales for the same quarter in the prior year.

For the thirty-nine weeks ended March 1, 2003, operating income was $17.8 million, compared to operating loss of $6.9 million for last fiscal year. Operating income was 6.3% of net sales for the current 39 week period compared to operating loss of 2.8% of net sales in the same period in the prior year.

OTHER EXPENSE

Other expense for the third quarter ended March 1, 2003 was $1.2 million, an decrease of $1.1, as compared to the third quarter of last fiscal year. In the current quarter, net interest expense decreased $284,000 and other income increased $813,000. Net interest expense decreased as the result of lower interest rates and capitalized interest on construction projects. Other income for the current quarter increased from equity in income of affiliates. As a percent of net sales, other expense was 1.1% for the current third quarter, compared to 2.7% for the same period in the prior year.

For the thirty-nine weeks ended March 1, 2003, other expense was $5.4 million, a decrease of $1.3 million, or 19.4%, as compared to $6.7 million for the same period in the prior year. For the current period, net interest expense decreased $264,000 and other income increased $1.0 million. Net interest expense decreased due to lower interest rates. The increase in other income is due to an increased of $1.1 million from equity in income of affiliates. As a percent of net sales, other expense was 1.9% for the current period, as compared to 2.7% for the same period in the prior year.

INCOME TAXES

As a result of the above, the Company's pre-tax income was $11.9 million for the quarter ended March 1, 2003, compared to pre-tax loss of $861,000 for last year's quarter. For the current quarter, an income tax expense of $4.3 million was recorded with an effective tax rate of 36.3%, as compared to an income tax benefit of $310,000 with an effective rate of 36.0% for last year's comparable quarter.

For the thirty-nine week period ended March 1, 2003, the Company's pre-tax income was $12.4 million, compared to pre-tax loss of $13.6 million for last year. For the current thirty-nine week period, an income tax expense of $4.5 million was recorded with an effective tax rate of 36.3%, as compared to an income tax benefit of $4.8 million with an effective rate of 35.7% for last year's comparable period.

NET INCOME (LOSS)

Net income for the third quarter ended March 1, 2003 was $7.6 million, or $.65 per basic share, $.64 per diluted share, compared to net loss of $551,000, or $.05 per basic and diluted share, for last fiscal year's third quarter.

For the thirty-nine week period ended March 1, 2003, net income was $7.9 million, or $.67 per basic and diluted share, compared to last fiscal year's net loss of $8.7 million, or $.74 per basic and diluted share.

CAPITAL RESOURCES AND LIQUIDITY

The Company's working capital at March 1, 2003 was $23.0 million, compared to $17.3 million at June 1, 2002. The Company's current ratio was 1.38 at March 1, 2003, as compared with 1.30 at June 1, 2002. The Company's need for working capital generally is highest in the first and second fiscal quarters ending in August and November. During the first quarter egg prices are normally at seasonal lows. In the second quarter, the Company usually builds inventories and receivable balances in anticipation of the holiday season. Seasonal borrowing needs frequently are higher during these periods than during other fiscal periods. The Company had a $35 million line of credit with three banks of which $8.5 million was outstanding at March 1, 2003. The Company's long-term debt at that date, including current maturities, totaled $110.3 million, as compared to $118.4 million at June 1, 2002.

For the thirty-nine weeks ended March 1, 2003, $14.5 million in net cash was provided by operating activities. This compares to $5.7 million that was used in operating activities for the comparable period last fiscal year. In the current thirty-nine week period, $3.8 million was used for purchases of property, plant and equipment, $482,000 was received from sales of property, plant and equipment, and $6.1 million was used for construction projects. Net cash of $186,000 was provided by notes receivable and investments. Approximately $440,000 was used for payments of dividends on the Company's common stock. Proceeds of $1.5 million were received from net borrowings on notes payable to banks. Payments of $8.1 million were made on long-term debt. The net result was a decrease in cash of approximately $1.8 million.

For the comparable period last year, $5.7 million was used for purchases of property, plant and equipment, $977,000 was received from sales of property, plant and equipment, and $6.7 million was used for construction projects. Net cash of $212,000 was used for additions to investments and other assets and payments of $161,000 were received on notes receivable and investments. Approximately $571,000 was used for purchase of common stock for the treasury and $444,000 was used for payments of dividends on the Company's common stock. Proceeds of $8.0 million were received from net borrowings on notes payable to banks and long-term borrowings of $9.0 million were received. Payments of $7.0 million were made on long-term debt. The net result was a decrease in cash of approximately $8.3 million.

Substantially all trade receivables and inventories collateralize the Company's line of credit, and property, plant and equipment collateralize the Company's long-term debt. The Company is required by certain provisions of these loan agreements to (1) maintain minimum levels of working capital and net worth; (2) limit dividends, capital expenditures, lease obligations and additional long-term borrowings; and (3) maintain various current and cash-flow coverage ratios, among other restrictions. At June 1, 2002, the Company did not meet certain of these provisions on its long-term debt agreements and obtained waivers of these requirements through fiscal 2003. At March 1, 2003, the Company was not in compliance with a certain financial covenant requirement of a $16.0 million long-term debt agreement. The Company obtained a waiver of such requirement. As of March 1, 2003, the Company is in compliance with the provisions of all loan agreements as waived or amended. Under certain of the loan agreements, the lenders have the option to require the prepayment of any outstanding borrowings in the event of a change in the control of the Company.

The Company has a net operating income tax loss carryforward to fiscal year ending May 31, 2003 of approximately $14.0 million. Due to this, at March 1, 2003, there is not a current payable portion of estimated income taxes included in current liabilities.

In fiscal 2001, the Company began construction of a new shell egg production and processing facility in Guthrie, Kentucky, with completion of the facility expected in fiscal 2004. The total cost of the facility is approximately $18.0 million, of which $12.1 million was incurred through March 1, 2003. The Company has commitments from an insurance company to receive $10.0 million in long-term borrowings and from a leasing company to receive $7.5 million applicable to the Guthrie facility. Including the construction project, the Company has projected capital expenditures of $14.0 million in fiscal 2003, which will be funded by cash flows from operations and additional long-term borrowings.

Impact of Recently Issued Accounting Standards.

In October 2001, the FASB issued Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (SFAS No. 144). SFAS No. 144 supersedes Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed of "(SFAS No. 121). However, it retains the fundamental provisions of SFAS No. 121 related to the recognition and measurement of the impairment of long-lived assets to be "held and used." In addition, SFAS No. 144 provides more guidance on estimating cash flows when performing a recoverability test, requires that a long-lived asset to be disposed other than by sale (e.g., abandoned) be classified as "held and used" until it is disposed of, and establishes more restrictive criteria to classify an asset as "held for sale." The Company adopted SFAS No. 144 effective June 2, 2002. The adoption did not have an effect on the Company's consolidated results of operations or financial position.

Forward Looking Statements. The foregoing statements contain forward-looking statements, which involve risks and uncertainties, and the Company's actual experience may differ materially from that discussed above. Factors that may cause such a difference include, but are not limited to, those discussed in "Factors Affecting Future Performance" below, as well as future events that have the effect of reducing the Company's available cash balances, such as unanticipated operating losses or capital expenditures related to possible future acquisitions. Readers are cautioned not to place undue reliance on forward-looking statements, which reflect management's analysis only as the date hereof. The Company assumes no obligation to update forward-looking statements. See also the Company's other reports to be filed from time to time with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

Factors Affecting Future Performance. The Company's future operating results may be affected by various trends and factors beyond the Company's control. These include adverse changes in shell egg prices and in the grain markets. Accordingly, past trends should not be used to anticipate future results and trends. Further, the Company's prior performance should not be presumed to be an accurate indication of future performance.

Critical Accounting Policies. The preparation of financial statements in accordance with accounting standards generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Management suggests that the Company's Summary of Significant Accounting Policies, as described in Note 1 of the Notes to Consolidated Financial Statements included in Cal-Maine Foods, Inc. and Subsidiaries Annual Report on Form10-K for the fiscal year ended June 1, 2002, be read in conjunction with this Management's Discussion and Analysis of Financial Condition and Results of Operations. The Company believes the critical accounting policies that most impact the Company's consolidated financial statements are described below.

Allowance for Doubtful Accounts. In the normal course of business, the Company extends credit to its customers on a short-term basis. Although credit risks associated with our customers are considered minimal, the Company routinely reviews its accounts receivable balances and makes provisions for probable doubtful accounts. In circumstances where management is aware of a specific customer's inability to meet its financial obligations to the Company (e.g. bankruptcy filings), a specific reserve is recorded to reduce the receivable to the amount expected to be collected. For all other customers, the Company recognizes reserves for bad debts based on the length of time the receivables are past due, generally 100% for amounts more than 60 days past due.

Inventories. Inventories of eggs, feed, supplies and livestock are valued principally at the lower of cost (first-in, first-out method) or market. If market prices for eggs and feed grains move substantially lower, the Company would record adjustments to write-down the carrying values of eggs and feed inventories to fair market value.

The cost associated with flock inventories, consisting principally of chick purchases, feed, labor, contractor payments and overhead costs, are accumulated during the growing period of approximately 18 weeks. Capitalized flock costs are then amortized over the productive lives of the flocks, generally one to two years. Flock mortality is charged to cost of sales as incurred. High mortality from disease or extreme temperatures would result in abnormal adjustments to write-down flock inventories. Management continually monitors each flock and attempts to take appropriate actions to minimize the risk of mortality loss.

Long-Lived Assets. Depreciable long-lived assets are primarily comprised of buildings and improvements and machinery and equipment. Depreciation is provided by the straight-line method over the estimated useful lives, which are 15 to 25 years for buildings and improvements and 3 to 12 years for machinery and equipment. An increase or decrease in the estimated useful lives would result in changes to depreciation expense.

The Company continually reevaluates the carrying value of its long-lived assets, for events or changes in circumstances, which indicate that the carrying value may not be recoverable. As part of this reevaluation, the Company estimates the future cash flows expected to result from the use of the asset and its eventual disposal. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized to reduce the carrying value of the long-lived asset to the estimated fair value of the asset.

Investment in Affiliates. The Company has invested in other companies engaged in the production, processing and distribution of shell eggs and egg products. The Company's ownership percentages in these companies range from less than 20% to 50%. Therefore, these investments are recorded using the cost or the equity method, and accordingly, not consolidated in the Company's financial statements. Changes in the ownership percentages of these investments might alter the accounting methods currently used. The Company is a guarantor of approximately $9 million of long-term debt of one of the affiliates.

Goodwill. Goodwill primarily relates to the fiscal 1999 acquisition of Hudson Brothers, Inc. Goodwill and indefinite lived intangible assets are no longer amortized but are reviewed annually, or more frequently if impairment indicators arise, for impairment. An impairment loss would be recorded if the recorded goodwill exceeds its implied fair value.

The Company has only one operating segment, which is its sole reporting unit. Accordingly, goodwill is tested for impairment at the entity level. Significant adverse industry or economic changes, or other factors not anticipated could result in an impairment charge to reduce recorded goodwill.

Income Taxes. The Company determines its effective tax rate by estimating its permanent differences resulting from differing treatment of items for tax and accounting purposes. The Company is periodically audited by taxing authorities. Any audit adjustments affecting permanent differences could have an impact on the Company's effective tax rate.

ITEM 3. QUANTATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK

There have been no material changes in the market risk reported in Item 7A of the Company's Annual Report on Form 10-K for the fiscal year ended June 1, 2002.

ITEM 4. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective based on their evaluation of such controls and procedures as of a date within 90 days prior to the filing of this report. There were no significant changes in internal controls or in other factors that significantly affect internal controls subsequent to the date of their most recent evaluation.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On December 26, 2002, Cal-Maine Farms, Inc.("Cal-Maine Farms"), a Delaware corporation and a wholly owned subsidiary of the Company, was served with process in a civil complaint filed in the Circuit Court of the First Judicial District of Hinds County, Mississippi, on behalf of four plaintiffs, Hunter McWhorter, a minor, his two parents, and Michael Green, an adult. In addition to Cal-Maine Farms, Fred Adams, Dolph Baker, Charlie Collins, R. K. Looper and B. J. Raines, officers of the Company, are also named as defendants. Six other named defendants include Cargill, Incorporated, George's Farms, Inc., Peterson Farms, Inc., Simmons Foods, Inc., Simmons Poultry Farms, Inc., and Tyson Foods, Inc., each of which is engaged in the broiler business. Additional individual defendants with affiliations to the other corporate defendants were also named.

The suit alleges the original plaintiffs have suffered medical problems resulting from living near land upon which "litter" from the flocks of hens owned by certain of the defendants was spread as fertilizer. The suit specifically addresses conditions alleged to exist in Washington County, Arkansas, where there is a relatively high concentration of broiler farms. Cal-Maine Farms is not engaged in any broiler production and, compared to the broiler producers, only has a very small portion of the hens located in Washington County, Arkansas.

The suit alleges actual damages in the amount of $55,000,000 and requests punitive damages in the amount of $100,000,000. On December 31, 2002, an Amended Complaint was filed, bringing the total number of plaintiffs to 93, of which 67 are alleged to be ill and three are deceased. The damages sought were not amended.

An answer has been filed on behalf of Cal-Maine Farms denying the plaintiffs claim but no discovery has taken place. At this time, motions to dismiss on behalf of certain defendants, including Cal-Maine Farms, are pending, but not yet scheduled for hearing. At this stage, it is impossible to evaluate the potential exposure, if any, of Cal-Maine Farms to damages in this suit.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits

99.1 Written Statement of The Chief Executive Officer
99.2 Written Statement of The Chief Financial Officer

b. Reports on Form 8-K

No Current Report on Form 8-K was filed by the Company covering an event during the third quarter of fiscal 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAL-MAINE FOODS, INC.
(Registrant)

Date: April 9, 2003

/s/ Bobby J. Raines

Bobby J. Raines
Vice President/Treasurer
(Principal Financial Officer)

Date: April 9, 2003

/s/ Charles F. Collins

Charles F. Collins
Vice President/Controller
(Principal Accounting Officer)

CERTIFICATION

I, Fred R. Adams, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cal-Maine Foods, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Fred R. Adams, Jr.

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Fred R. Adams, Jr.
Chairman of the Board and Chief Executive Officer

Date : April 9, 2003

CERTIFICATION

I, Bobby J. Raines, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cal-Maine Foods, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Bobby J. Raines

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Bobby J. Raines
Vice President, Chief Financial Officer, Treasurer and Secretary

Date: April 9, 2003

Exhibit 99.1

Written Statement of the Chief Executive Officer
Pursuant to 18 U.S.C. ss.1350

Solely for the purposes of complying with 18 U.S.C. ss.1350, I, the undersigned Chief Executive Officer of Cal-Maine Foods, Inc. (the "Company"), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended March 1, 2003 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Fred R. Adams, Jr.
- ---
Fred R. Adams, Jr.
Chairman of the Board and Chief Executive Officer

Date : April 9, 2003

Written Statement of the Chief Financial Officer
Pursuant to 18 U.S.C. ss.1350

Solely for the purposes of complying with 18 U.S.C. ss.1350, I, the undersigned Chief Financial Officer of Cal-Maine Foods, Inc. (the "Company"), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended March 1, 2003 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Bobby J. Raines
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Bobby J. Raines
Vice President, Chief Financial Officer, Treasurer and Secretary

Date: April 9, 2003