

CLARCOR INC.  
Form 4  
December 20, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WHITE KEITH A**

(Last) (First) (Middle)  
**840 CRESCENT CENTRE  
DR, SUITE 600**  
  
(Street)

**FRANKLIN, TN 37067**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CLARCOR INC. [CLC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/16/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)  
**President - CLARCOR AFG**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock Par Value \$1.00   | 12/16/2016                           |  | M                              | 175 <sup>(1)</sup> A  | \$ 82.37  | 1,021  | D                                 |
| Common Stock Par Value \$1.00   | 12/16/2016                           |  | F                              | 82 D  | \$ 82.37  | 939  | D                                 |
| Common Stock Par Value \$1.00   | 12/20/2016                           |  | M                              | 5,625 A   | \$ 61.57  | 6,564  | D                                 |

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|  |            |   |                     |   |             |       |   |
|--|------------|---|---------------------|---|-------------|-------|---|
| Common<br>Stock Par<br>Value<br>\$1.00 | 12/20/2016 | F | <u>4,866</u><br>(2) | D | \$<br>82.33 | 1,698 | D |
| Common<br>Stock Par<br>Value<br>\$1.00 | 12/20/2016 | M | 3,125               | A | \$<br>63.22 | 4,823 | D |
| Common<br>Stock Par<br>Value<br>\$1.00 | 12/20/2016 | F | <u>2,737</u><br>(2) | D | \$<br>82.33 | 2,086 | D |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |  |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                     | Amount<br>or<br>Number<br>of<br>Shares |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 61.57   | 12/16/2016                              |   | M                                    | 175   | <u>(1)</u>   | <u>(1)</u>  | Common<br>Stock Par<br>Value<br>\$1.00    | 712 <u>(1)</u>                         |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 61.57   | 12/20/2016                              |   | M                                    | 5,625   | 12/16/2016   | 12/15/2023  | Common<br>Stock Par<br>Value<br>\$1.00    | 5,625                                  |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 63.22   | 12/20/2016                              |   | M                                    | 3,125   | 01/20/2016   | 01/19/2025  | Common<br>Stock Par<br>Value<br>\$1.00    | 3,125                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| WHITE KEITH A<br>840 CRESCENT CENTRE DR<br>SUITE 600<br>FRANKLIN, TN 37067 |               |           | President - CLARCOR AFG |       |

## Signatures

Michelle J. Pearson, By Power of Attorney

12/19/2016

\_\_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) 25% vesting occurs on 12/16/2014, 2015, 2016, 2017

(2) Withholding of Common Stock Par Value \$1.00 shares as settlement for option costs and taxes.

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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