

CLARCOR INC.
Form 4
January 23, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Conway Christopher

(Last) (First) (Middle)
840 CRESCENT CENTRE
DRIVE, 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)
01/20/2017

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 and CEO

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	Price	
Common Stock Par Value \$1.00	01/20/2017		M		2,500 ⁽¹⁾	\$ 83	12,461 D
Common Stock Par Value \$1.00	01/20/2017		F		990	\$ 83	11,471 D
Common Stock Par Value \$1.00	01/23/2017		M		5,000	\$ 36.48	16,471 D

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Common Stock Par Value \$1.00	01/23/2017	F	3,427 <u>(2)</u>	D	\$ 83	13,044	D
Common Stock Par Value \$1.00	01/23/2017	M	10,000	A	\$ 32.78	23,044	D
Common Stock Par Value \$1.00	01/23/2017	F	6,488 <u>(2)</u>	D	\$ 83	16,556	D
Common Stock Par Value \$1.00	01/23/2017	M	15,000	A	\$ 32.3	31,556	D
Common Stock Par Value \$1.00	01/23/2017	F	9,682 <u>(2)</u>	D	\$ 83	21,874	D
Common Stock Par Value \$1.00	01/23/2017	M	40,000	A	\$ 42.86	61,874	D
Common Stock Par Value \$1.00	01/23/2017	F	<u>28,771</u> <u>(2)</u>	D	\$ 83	33,103	D
Common Stock Par Value \$1.00	01/23/2017	M	70,000	A	\$ 49.91	103,103	D
Common Stock Par Value \$1.00	01/23/2017	F	<u>53,800</u> <u>(2)</u>	D	\$ 83	49,303	D
Common Stock Par Value \$1.00	01/23/2017	M	100,000	A	\$ 45.19	149,303	D
Common Stock Par Value \$1.00	01/23/2017	F	<u>73,556</u> <u>(2)</u>	D	\$ 83	75,747	D
	01/23/2017	M	86,250	A		161,997	D

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Common Stock Par Value					\$ 61.57			
\$1.00								
Common Stock Par Value	01/23/2017		F	73,323 <u>(2)</u>	D	\$ 83	88,674	D
\$1.00								
Common Stock Par Value	01/23/2017		M	60,000	A	\$ 63.22	148,674	D
\$1.00								
Common Stock Par Value	01/23/2017		F	51,700 <u>(2)</u>	D	\$ 83	96,974	D
\$1.00								
Common Stock Par Value	01/23/2017		M	30,000	A	\$ 46.45	126,974	D
\$1.00								
Common Stock Par Value	01/23/2017		F	22,332 <u>(2)</u>	D	\$ 83	104,642	D
\$1.00								

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

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SEC 1474
(9-02)

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 Number Shares
Common Stock Par Value	\$ 63.22	01/20/2017		M	2,500	<u>(3)</u>	<u>(3)</u>	Common Stock Par Value	2,500
\$1.00								\$1.00	

Common Stock Par Value \$1.00	\$ 36.48	01/23/2017	M	5,000	12/16/2011	12/15/2017	Common Stock Par Value \$1.00	5,000
Common Stock Par Value \$1.00	\$ 32.78	01/23/2017	M	10,000	12/14/2012	12/13/2018	Common Stock Par Value \$1.00	10,000
Common Stock Par Value \$1.00	\$ 32.3	01/23/2017	M	15,000	12/13/2013	12/13/2019	Common Stock Par Value \$1.00	15,000
Common Stock Par Value \$1.00	\$ 42.86	01/23/2017	M	40,000	12/13/2014	12/12/2020	Common Stock Par Value \$1.00	40,000
Common Stock Par Value \$1.00	\$ 49.91	01/23/2017	M	70,000	12/12/2015	12/11/2021	Common Stock Par Value \$1.00	70,000
Common Stock Par Value \$1.00	\$ 45.19	01/23/2017	M	100,000	12/17/2016	12/16/2022	Common Stock Par Value \$1.00	100,000
Common Stock Par Value \$1.00	\$ 61.57	01/23/2017	M	86,250	12/16/2016	12/15/2023	Common Stock Par Value \$1.00	86,250
Common Stock Par Value \$1.00	\$ 63.22	01/23/2017	M	60,000	01/20/2017	01/19/2025	Common Stock Par Value \$1.00	60,000
Common Stock Par Value \$1.00	\$ 46.45	01/23/2017	M	30,000	01/18/2017	01/17/2026	Common Stock Par Value \$1.00	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conway Christopher 840 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067			President and CEO	

Signatures

Michelle J. Pearson, By Power of
Attorney

01/24/2017

__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 1/20/2016, 2017, 2018, 2019.
- (2) Withholding of Common Stock Par Value \$1.00 shares as settlement for option costs and taxes.
- (3) RSU's will vest 25% on 1/20/2016, 2017, 2019, and 2019.

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.