

CLARCOR INC.
Form 4
January 23, 2017

FORM 4

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

OMB APPROVAL

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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 \$1.00 | | | | | \$ | 61.57 | |
| Common Stock Par Value \$1.00 | 01/23/2017 | F | <u>73,323</u> (2) | D | \$ 83 | 88,674 | D |
| Common Stock Par Value \$1.00 | 01/23/2017 | M | 60,000 | A | \$ 63.22 | 148,674 | D |
| Common Stock Par Value \$1.00 | 01/23/2017 | F | <u>51,700</u> (2) | D | \$ 83 | 96,974 | D |
| Common Stock Par Value \$1.00 | 01/23/2017 | M | 30,000 | A | \$ 46.45 | 126,974 | D |
| Common Stock Par Value \$1.00 | 01/23/2017 | F | <u>22,332</u> (2) | D | \$ 83 | 104,642 | 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 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 \$1.00 | \$ 63.22 | 01/20/2017 | | M | 2,500 | <u>(3)</u> | <u>(3)</u> | Common Stock Par Value \$1.00 | 2,500 |

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