

CLARCOR INC.  
Form 4  
March 02, 2017

**FORM 4**

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

OMB APPROVAL

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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)  
**02/28/2017**

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 - 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)
Common Stock Par Value \$1.00	02/28/2017		D	2,375 D	\$ 83 (1) 0	D	

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)**

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Par Value \$1.00	\$ 61.57	02/28/2017		D	1,875	<u>(2)</u>	12/15/2023	Common Stock Par Value \$1.00	1,875
Common Stock Par Value \$1.00	\$ 63.22	02/28/2017		D	3,125	<u>(2)</u>	01/19/2025	Common Stock Par Value \$1.00	3,125
Common Stock Par Value \$1.00	\$ 46.45	02/28/2017		D	3,750	<u>(2)</u>	01/17/2026	Common Stock Par Value \$1.00	3,750
Common Stock Par Value \$1.00	\$ 61.57	02/28/2017		D	174	<u>(3)</u>	<u>(3)</u>	Common Stock Par Value \$1.00	174
Common Stock Par Value \$1.00	\$ 63.22	02/28/2017		D	514	<u>(3)</u>	<u>(3)</u>	Common Stock Par Value \$1.00	514
Common Stock Par Value \$1.00	\$ 46.45	02/28/2017		D	1,025	<u>(3)</u>	<u>(3)</u>	Common Stock Par Value \$1.00	1,025
Common Stock Par Value \$1.00	\$ 82.5	02/28/2017		D	2,031	<u>(3)</u>	<u>(3)</u>	Common Stock Par Value \$1.00	2,031
Common Stock Par Value \$1.00	\$ 62.53	02/28/2017		D	4,773	<u>(4)</u>	<u>(4)</u>	Common Stock Par Value \$1.00	4,773

## Reporting Owners

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

## Signatures

Michelle J. Pearson, By Power of Attorney  
Date: 03/01/2017

\_\_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) Pursuant to the Agreement and Plan of Merger, dated as of December 1, 2016 (the "Merger Agreement"), by and among CLARCOR Inc. (the "Company"), Parker-Hannifin Corporation ("Parker") and Parker Eagle Corporation, a wholly owned subsidiary of Parker ("Merger Sub"), at the effective time of the merger, these shares of Company common stock were converted into the right to receive a cash payment (without interest and subject to applicable withholding taxes) equal to the per share merger consideration of \$83.00.

(2) Pursuant to the Merger Agreement, at the effective time of the merger, this stock option was cancelled in exchange for the right to receive a cash payment (without interest and subject to applicable withholding taxes) equal to the product of (i) the total number of shares of Company common stock subject to such stock option and (ii) the excess of the per share merger consideration of \$83.00 over the exercise price per share of the stock option.

(3) Pursuant to the Merger Agreement, at the effective time of the merger, each of these time-based restricted stock units were cancelled in exchange for the right to receive a cash payment (without interest and subject to applicable withholding taxes) equal to the per share merger consideration of \$83.00.

(4) Pursuant to the Merger Agreement, at the effective time of the merger, each of these performance-based restricted stock units were cancelled in exchange for the right to receive a cash payment (without interest and subject to applicable withholding taxes) equal to the per share merger consideration of \$83.00.

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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