

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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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 \*  
LINDSAY DAVID J

(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)  
VP-Admin. & Chief Admin. Off.

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock Par Value \$1.00	01/20/2017		M		360 <sup>(1)</sup> A \$ 83	13,369	D
Common Stock Par Value \$1.00	01/20/2017		F		143 <sup>(2)</sup> D \$ 83	13,226	D
Common Stock Par Value \$1.00	01/23/2017		M		22,000 A \$ 42.86	35,226	D

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Common Stock Par Value \$1.00	01/23/2017	F	<u>15,890</u> (2)	D	\$ 83	19,336	D
Common Stock Par Value \$1.00	01/23/2017	M	17,000	A	\$ 49.91	36,336	D
Common Stock Par Value \$1.00	01/23/2017	F	<u>13,066</u> (2)	D	\$ 83	23,270	D
Common Stock Par Value \$1.00	01/23/2017	M	18,000	A	\$ 45.19	41,270	D
Common Stock Par Value \$1.00	01/23/2017	F	<u>13,241</u> (2)	D	\$ 83	28,029	D
Common Stock Par Value \$1.00	01/23/2017	M	14,250	A	\$ 61.57	42,279	D
Common Stock Par Value \$1.00	01/23/2017	F	<u>12,115</u> (2)	D	\$ 83	30,164	D
Common Stock Par Value \$1.00	01/23/2017	M	9,500	A	\$ 63.22	39,664	D
Common Stock Par Value \$1.00	01/23/2017	F	<u>8,186</u> (2)	D	\$ 83	31,478	D
Common Stock Par Value \$1.00	01/23/2017	M	4,750	A	\$ 46.45	36,228	D
Common Stock Par Value \$1.00	01/23/2017	F	<u>3,536</u> (2)	D	\$ 83	32,692	D
						11,002	I

Common  
Stock Par  
Value  
\$1.00

By Family  
Trust

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)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Common Stock Par Value \$1.00	\$ 62.33	01/20/2017		M		360		<u>(1)</u>	<u>(1)</u>	Common Stock Par Value \$1.00 360
Common Stock Par Value \$1.00	\$ 42.86	01/23/2017		M		22,000		12/13/2014	12/12/2020	Common Stock Par Value \$1.00 22,000
Common Stock Par Value \$1.00	\$ 49.91	01/23/2017		M		17,000		12/12/2015	12/11/2021	Common Stock Par Value \$1.00 17,000
Common Stock Par Value \$1.00	\$ 45.19	01/23/2017		M		18,000		12/17/2016	12/16/2022	Common Stock Par Value \$1.00 18,000
Common Stock Par Value \$1.00	\$ 61.57	01/23/2017		M		14,250		12/16/2016	12/15/2023	Common Stock Par Value \$1.00 14,250
Common Stock Par Value	\$ 63.22	01/23/2017		M		9,500		01/20/2017	01/19/2025	Common Stock Par Value 9,500

\$1.00									\$1.00	
Common									Common	
Stock Par	\$ 46.45	01/23/2017		M	4,750	01/18/2017	01/17/2026		Stock Par	4,750
Value									Value	
\$1.00									\$1.00	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDSAY DAVID J 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067			VP-Admin. & Chief Admin. Off.	

## Signatures

Michelle J. Pearson, By Power of Attorney  
01/23/2017

\*\*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) RSU's will vest 25% on 01/20/2016, 2017, 2018, and 2019.
  - (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. 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.