

CLARCOR INC.
Form 4/A
December 29, 2016

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

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 *
Wolfson Richard M

(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)
12/16/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
12/20/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

VP, General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock Par Value \$1.00	12/16/2016		M		616 ⁽¹⁾ A \$ 82.37	18,806	D
Common Stock Par Value \$1.00	12/16/2016		F		259 D \$ 82.37	18,547	D
Common Stock Par Value \$1.00	12/17/2016		M		693 ⁽²⁾ A \$ 82.37	19,240	D

Edgar Filing: CLARCOR INC. - Form 4/A

Common Stock Par Value \$1.00	12/17/2016	F	291	D	\$ 82.37	18,949	D
Common Stock Par Value \$1.00	12/19/2016	M	20,625	A	\$ 61.57	39,574	D
Common Stock Par Value \$1.00	12/19/2016	F	<u>17,602</u> (3)	D	\$ 82.37	21,972	D
Common Stock Par Value \$1.00	12/19/2016	M	6,875	A	\$ 63.22	28,847	D
Common Stock Par Value \$1.00	12/19/2016	F	<u>5,948</u> (3)	D	\$ 82.37	22,899	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or Number of Shares
Common Stock Par Value \$1.00	\$ 61.57	12/16/2016		M	616	<u>(1)</u>	<u>(1)</u>	Common Stock Par Value \$1.00	616 <u>(1)</u>
Common Stock Par Value	\$ 45.19	12/17/2016		M	693	<u>(2)</u>	<u>(2)</u>	Common Stock Par Value	693 <u>(2)</u>

Common Stock Par Value	\$ 61.57	12/19/2016	M	20,625	12/16/2016	12/15/2023	\$1.00	Common Stock Par Value	20,625
Common Stock Par Value	\$ 63.22	12/19/2016	M	6,875	01/20/2016	01/19/2025	\$1.00	Common Stock Par Value	6,875

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wolfson Richard M
840 CRESCENT CENTRE DRIVE, SUITE 600
FRANKLIN, TN 37067

VP, General Counsel

Signatures

Michelle J. Pearson, By Power of
Attorney

12/29/2016

____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) 25% vesting occurs on 12/17/2013, 2014, 2015, 2016.

(3) 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.