

CLARCOR INC.
Form 4
December 20, 2016

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)
12/16/2016

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)
				(A) or (D)	Price		
Common Stock Par Value \$1.00	12/16/2016		M	175 ⁽¹⁾ A	\$ 82.37	1,021	D
Common Stock Par Value \$1.00	12/16/2016		F	82 D	\$ 82.37	939	D
Common Stock Par Value \$1.00	12/20/2016		M	5,625 A	\$ 61.57	6,564	D

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Common Stock Par Value \$1.00	12/20/2016	F	<u>4,866</u> (2)	D	\$ 82.33	1,698	D
Common Stock Par Value \$1.00	12/20/2016	M	3,125	A	\$ 63.22	4,823	D
Common Stock Par Value \$1.00	12/20/2016	F	<u>2,737</u> (2)	D	\$ 82.33	2,086	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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Par Value \$1.00	\$ 61.57	12/16/2016		M	175	<u>(1)</u>	<u>(1)</u>	Common Stock Par Value \$1.00	712 <u>(1)</u>
Common Stock Par Value \$1.00	\$ 61.57	12/20/2016		M	5,625	12/16/2016	12/15/2023	Common Stock Par Value \$1.00	5,625
Common Stock Par Value \$1.00	\$ 63.22	12/20/2016		M	3,125	01/20/2016	01/19/2025	Common Stock Par Value \$1.00	3,125

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
 12/19/2016

__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) 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.
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