CLARCOR INC. Form 4/A

December 29, 2016

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wolfson Richard M			2. Issuer Name and Ticker or Trading Symbol CLARCOR INC. [CLC]				ıg	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 840 CRESCENT CENTRE DRIVE, SUITE 600			3. Date of Earliest Transaction (Month/Day/Year) 12/16/2016					(Check all applicable) Director 10% Owner Officer (give title Other (specify below) VP, General Counsel			
FRANKLIN	4. If Amendment, Date Original Filed(Month/Day/Year) 12/20/2016					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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)	
Common Stock Par Value \$1.00	12/16/2016			M	616 <u>(1)</u>	, ,		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		

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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	17,602 (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	5,948 (3)	D	\$ 82.37	22,899	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. Transactic Code (Instr. 8)			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	(2)	(2)	Common Stock Par Value	693 (2)

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

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wolfson Richard M

840 CRESCENT CENTRE DRIVE, SUITE 600

VP, General Counsel

FRANKLIN, TN 37067

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.

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