CLARCOR INC.

Form 4 July 12, 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 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * LINDSAY DAVID J

2. Issuer Name and Ticker or Trading Symbol

CLARCOR INC. [CLC] 3. Date of Earliest Transaction

(Last) (First) (Middle)

(Month/Day/Year) 07/11/2016

840 CRESCENT CENTRE DRIVE, SUITE 600

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

FRANKLIN, TN 37067

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title 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

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock Par Value \$1.00	07/11/2016		M	13,870	A	\$ 32.78	25,676	D		
Common Stock Par Value \$1.00	07/11/2016		S	13,870	D	\$ 62.14	11,806	D		
Common Stock Par Value \$1.00	07/12/2016		M	8,130	A	\$ 32.78	19,936	D		

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Common Stock Par Value \$1.00	07/12/2016	S	8,130	D	\$ 62.14	11,806	D	
Common Stock Par Value \$1.00	07/12/2016	M	22,000	A	\$ 32.3	33,806	D	
Common Stock Par Value \$1.00	07/12/2016	S	22,000	D	\$ 62.14	11,806	D	
Common Stock Par Value \$1.00						11,002	I	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)

SEC 1474

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 ionDerivative 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	\$ 32.78	07/11/2016		M		13,870 (1)	12/14/2008	12/13/2018	common stock	13,870
Common Stock Par Value \$1.00	\$ 32.78	07/12/2016		M		8,130 (1)	12/14/2008	12/13/2018	common stock	8,130
Common Stock Par Value	\$ 32.3	07/12/2016		M		22,000 (1)	12/13/2009	12/12/2019	Common Stock Par Value	22,000

\$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 07/12/2016

**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) Exercise of stock options granted on the reference date become exercisable in four equal annual installments beginning on the first anniversary of the grant date.

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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