

CLARCOR INC.  
Form 4  
March 02, 2017

**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  
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

## OMB APPROVAL

OMB  
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(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)  
**02/28/2017**

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock Par<br>Value \$1.00   | 02/28/2017                              |                                                             | D                                       | 32,692 D                                                                   | \$ 83<br>(1) 0                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock Par<br>Value \$1.00   | 02/28/2017                              |                                                             | D                                       | 11,002 D                                                                   | \$ 83<br>(1) 0                                                                                                     | I                                                                    | By Family<br>Trust                                                |

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

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>or<br>Number<br>of Shares                           |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 61.57                                                              | 02/28/2017                              |                                                             | D                                       | 4,750                                                                                                        | (2) 12/15/2023                                                 | Common<br>Stock Par<br>Value<br>\$1.00 4,750                        |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 63.22                                                              | 02/28/2017                              |                                                             | D                                       | 9,500                                                                                                        | (2) 01/19/2025                                                 | Common<br>Stock Par<br>Value<br>\$1.00 9,500                        |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 46.45                                                              | 02/28/2017                              |                                                             | D                                       | 14,250                                                                                                       | (2) 01/17/2026                                                 | Common<br>Stock Par<br>Value<br>\$1.00 14,250                       |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 61.57                                                              | 02/28/2017                              |                                                             | D                                       | 403                                                                                                          | (3) (3)                                                        | Common<br>Stock Par<br>Value<br>\$1.00 403                          |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 63.22                                                              | 02/28/2017                              |                                                             | D                                       | 719                                                                                                          | (3) (3)                                                        | Common<br>Stock Par<br>Value<br>\$1.00 719                          |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 46.45                                                              | 02/28/2017                              |                                                             | D                                       | 1,392                                                                                                        | (3) (3)                                                        | Common<br>Stock Par<br>Value<br>\$1.00 1,392                        |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 82.5                                                               | 02/28/2017                              |                                                             | D                                       | 2,615                                                                                                        | (3) (3)                                                        | Common<br>Stock Par<br>Value<br>\$1.00 2,615                        |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 62.53                                                              | 02/28/2017                              |                                                             | D                                       | 4,394                                                                                                        | (4) (4)                                                        | Common<br>Stock Par<br>Value<br>\$1.00 4,394                        |

## Reporting Owners

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

## Signatures

Michelle J. Pearson, By Power of Attorney 03/01/2017

\_\_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) Pursuant to the Agreement and Plan of Merger, dated as of December 1, 2016 (the "Merger Agreement"), by and among CLARCOR Inc. (the "Company"), Parker-Hannifin Corporation ("Parker") and Parker Eagle Corporation, a wholly owned subsidiary of Parker ("Merger Sub"), at the effective time of the merger, these shares of Company common stock were converted into the right to receive a cash payment (without interest and subject to applicable withholding taxes) equal to the per share merger consideration of \$83.00.

(2) Pursuant to the Merger Agreement, at the effective time of the merger, this stock option was cancelled in exchange for the right to receive a cash payment (without interest and subject to applicable withholding taxes) equal to the product of (i) the total number of shares of Company common stock subject to such stock option and (ii) the excess of the per share merger consideration of \$83.00 over the exercise price per share of the stock option.

(3) Pursuant to the Merger Agreement, at the effective time of the merger, each of these time-based restricted stock units were cancelled in exchange for the right to receive a cash payment (without interest and subject to applicable withholding taxes) equal to the per share merger consideration of \$83.00.

(4) Pursuant to the Merger Agreement, at the effective time of the merger, each of these performance-based restricted stock units were cancelled in exchange for the right to receive a cash payment (without interest and subject to applicable withholding taxes) equal to the per share merger consideration of \$83.00.

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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