LOCHNER PHILIP R

Form 4 April 03, 2012

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

(Print or Type Responses)

(Last)

(City)

Common Stock Par

Value \$1.00

\$1.00

1. Name and Address of Reporting Person * LOCHNER PHILIP R

(Zip)

(First) (Middle)

840 CRESCENT CENTRE DRIVE, SUITE 600

FRANKLIN, TN 37067

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

CLARCOR INC. [CLC]

3. Date of Earliest Transaction (Month/Day/Year)

04/02/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

(Check all applicable)

X_ Director 10% Owner

5. Relationship of Reporting Person(s) to

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Owned

Following

Reported

Transaction(s)

Issuer

(City)	(State) ((Zip) Tal	ble I - Non-E	Derivative Securities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		anv	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial

(Month/Day/Year) (Instr. 8) (A) or

Code Amount (D)

15.000 D

7,500

(Instr. 3 and 4) Price

31,734

D

D

D

Common Stock Par 04/02/2012

Value \$1.00

Common Stock Par Value

04/02/2012

04/02/2012

M 7.500

M

S

\$

(1)

20.57

49.26 24,234

39,234

(D) or Indirect (I) (Instr. 4)

re of cial Ownership (Instr. 4)

1

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

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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. 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	\$ 18.13	04/02/2012		M		7,500	03/25/2003	03/24/2013	Common Stock	7,500
Common Stock Par Value \$1.00	\$ 20.57	04/02/2012		M		7,500	03/23/2004	03/22/2014	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
copyring of the state of the state of	Director	10% Owner	Officer	Other		
LOCHNER PHILIP R 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067	X					

Signatures

Tina M. Demonbreun, By Power of 04/03/2012 Attorney **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)

Reporting Owners 2

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.20 to \$49.38, inclusive.

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