CLARCOR INC. Form 4 March 02, 2017

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

burden hours per response...

Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LINDSAY DAVID J Issuer Symbol CLARCOR INC. [CLC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_ Other (specify Officer (give title 840 CRESCENT CENTRE DRIVE, 02/28/2017 below) SUITE 600 VP-Admin. & Chief Admin. Off. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### FRANKLIN, TN 37067

(Ctota)

(City)	(State) (A	Table	ole 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	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial			
		(Month/Day/Year)	(Instr. 8)  Code V	(Instr. 3, 4 and 5)  (A) or Amount (D) Price		Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		Ownership (Instr. 4)		
Common Stock Par Value \$1.00	02/28/2017			32,692	` ′		0	D		
Common Stock Par Value \$1.00	02/28/2017		D	11,002	D	\$ 83 (1)	0	I	By Family Trust	

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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	\$ 61.57	02/28/2017		D	4,750	(2)	12/15/2023	Common Stock Par Value \$1.00	4,750
Common Stock Par Value \$1.00	\$ 63.22	02/28/2017		D	9,500	(2)	01/19/2025	Common Stock Par Value \$1.00	9,500
Common Stock Par Value \$1.00	\$ 46.45	02/28/2017		D	14,250	<u>(2)</u>	01/17/2026	Common Stock Par Value \$1.00	14,250
Common Stock Par Value \$1.00	\$ 61.57	02/28/2017		D	403	<u>(3)</u>	<u>(3)</u>	Common Stock Par Value \$1.00	403
Common Stock Par Value \$1.00	\$ 63.22	02/28/2017		D	719	(3)	(3)	Common Stock Par Value \$1.00	719
Common Stock Par Value \$1.00	\$ 46.45	02/28/2017		D	1,392	(3)	(3)	Common Stock Par Value \$1.00	1,392
Common Stock Par Value \$1.00	\$ 82.5	02/28/2017		D	2,615	(3)	<u>(3)</u>	Common Stock Par Value \$1.00	2,615
Common Stock Par Value \$1.00	\$ 62.53	02/28/2017		D	4,394	<u>(4)</u>	<u>(4)</u>	Common Stock Par Value \$1.00	4,394

### **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

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).
- 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.
- 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.
- 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.
- Pursuant to the Merger Agreement, at the effective time of the merger, each of these performance-based restricted stock units were (4) 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. 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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