CLARCOR INC. Form 4/A March 06, 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

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

obligations may continue. See Instruction 1(b).

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)

Bradford James W			Symbol	Issuer
(Last) (First) (Middle)			CLARCOR INC. [CLC]	(Check all applicable)
		(Middle)	3. Date of Earliest Transaction	(check an approach)
			(Month/Day/Year)	Director 10% Owner
840 CRESCENT CENTRE DRIVE,			02/28/2017	Officer (give title Other (specif
SHITE 600				below) below)

2. Issuer Name and Ticker or Trading

(State)

1. Name and Address of Reporting Person *

(Street) 4. If Amendment, Date Original

(Zin)

Filed(Month/Day/Year) 03/02/2017

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

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Number:

Expires:

response...

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

FRANKLIN, TN 37067

(City)

Value \$1.00

(City)	(State) (A	Table Table	e I - Non-Do	erivative S	ecuriti	ies Acq	uired, Disposed (of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acc	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of		Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	02/20/2017		ъ	16.020	_	\$ 83	0	D.	
Stock Par	02/28/2017		D	16,930	D	(1)	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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)	5. Number on Derivative 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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Par Value \$1.00	\$ 44.07	02/28/2017		D	7,500	(2)	03/21/2021	Common Stock Par Value \$1.00	7,500	
Common Stock Par Value \$1.00	\$ 49.35	02/28/2017		D	7,500	(2)	03/26/2022	Common Stock Par Value \$1.00	7,500	

Reporting Owners

Reporting Owner Name / Address		Keiationsnips				
	Director	10% Owner	Officer	Other		

Bradford James W 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067

Signatures

Michelle J. Pearson, By Power of Attorney 03/06/2017

**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.

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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