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

### 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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

Giacomini Thomas Issuer Symbol CLARCOR INC. [CLC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title Other (specify 840 CRESCENT CENTRE DR., 02/28/2017 below)

2. Issuer Name and Ticker or Trading

SUITE 600

FRANKLIN, TN 37067

1. Name and Address of Reporting Person \*

4. If Amendment, Date Original (Street)

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

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

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burden hours per

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) (D) Amount Price Common \$ 83 Stock Par 02/28/2017 D 5.074 D

Value \$1.00

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)

#### Edgar Filing: CLARCOR INC. - Form 4/A

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
		Derivative			Securities				(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		·				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3, 4, and 5)						`
										Amount		
							Date Exercisable	Expiration Date	Title	or		
										Number		
										of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Giacomini Thomas 840 CRESCENT CENTRE DR., 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.

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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