CLARCOR INC. Form 3 July 16, 2014

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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)

1. Name and Address of Reporting

Person *

WHITE KEITH A

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

07/16/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CLARCOR INC. [CLC]

4. Relationship of Reporting Person(s) to Issuer

Director _X__ Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

840 CRESCENT CENTRE

DR, SUITE 600

(Street)

(Check all applicable)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

(give title below) (specify below) President - CLARCOR AFG

Form filed by More than One

Reporting Person

FRANKLIN, TNÂ 37067

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date

Expiration

Title

Derivative Amount or Security Number of Shares

Security: Direct (D) or Indirect (I)

(Instr. 5) Common Common Stock Par Value \hat{A} (1) Stock Par 12/15/2023 Â 7,500 \$61.57 D \$1.00 Value \$1.00 Common Common Stock Par Value (2) Stock Par Â $\hat{A}^{(2)}$ 1,699 \$ (2) D \$1.00 Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE KEITH A 840 CRESCENT CENTRE DR SUITE 600 FRANKLIN, TN 37067	Â	Â	President - CLARCOR AFG	Â

Signatures

Tina M. Demonbreun, By Power of
Attorney

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 25% vesting occurs on 12/15/2014,15,16,17
- (2) Employee Restricted Stock Units (699) 25% vesting occurs on 12/16/2014,15,16,17...1000 RSUs are Performance-Based and will vest according to performance levels

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.

Reporting Owners 2