CLARCOR INC.

Form 4

December 29, 2016

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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

0.5

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response...

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

obligations

may continue.

See Instruction

Check this box

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).

\$1.00

(Print or Type Responses)

| | | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--------------------------------------|--------------------------------------|--|--|----------|------|--------------------------------|--|------------------|--|--|---|
| (Last) | (First) | (Middle) | CLARCOR INC. [CLC] 3. Date of Earliest Transaction | | | | (Check all applicable) | | | | |
| 840 CRESC SUITE 600 | ENT CENTRE | DRIVE, | (Month/D 12/28/20 | • | r) | | | | Director Officer (give below) | | Owner er (specify |
| ED ANKI IN | (Street) J, TN 37067 | | 4. If Amer Filed(Mon | | | e Original | 1 | | 6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M | • | rson |
| (City) | (State) | (Zip) | Table | e I - No | n-De | erivative : | Securi | ities Aca | Person uired, Disposed of | f. or Beneficial | lv Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | Execution any | | 3. | ctio | 4. Securin(A) or Di (Instr. 3, | ties Adisposed 4 and (A) or | equired d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock Par Value | 12/28/2016 | | | G | V | 1,794 | D | \$ 82.36 | 0 | I | Spouse |

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

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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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title a Amount of Underlying Securities (Instr. 3 a | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|--|---------------|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DONOVAN PAUL 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067

Signatures

Michelle J. Pearson, By Power of Attorney 12/29/2016

**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).

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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