

Wolfson Richard M
Form 4
August 07, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolfson Richard M

2. Issuer Name and Ticker or Trading Symbol
CLARCOR INC. [CLC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
840 CRESCENT CENTRE DRIVE,
SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel

(Street)
FRANKLIN, TN 37067

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(City) (State) (Zip)

Table 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 (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock Par Value \$1.00 | 08/03/2012 | | M | | 5,425 A \$ 36.48 | 17,921 | D |
| Common Stock Par Value \$1.00 | 08/03/2012 | | S | | 4,648 D \$ 48.02 (1) | 13,273 | D |
| Common Stock Par Value \$1.00 | 08/03/2012 | | M | | 6,250 A \$ 32.78 | 19,523 | D |

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| | | | | | | | |
|--|------------|---|--------|---|---------------------------|--------|---|
| Common Stock Par Value \$1.00 | 08/03/2012 | M | 6,250 | A | \$ 32.3 | 25,773 | D |
| Common Stock Par Value \$1.00 | 08/03/2012 | S | 12,500 | D | \$ 48.03 <u>(1)</u> | 13,273 | D |

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

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.

SEC 1474
(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of 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. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Common Stock Par Value \$1.00 | \$ 36.48 | 08/03/2012 | | M | 5,425 | 12/16/2007 12/15/2017 | Common Stock | 5,425 | |
| Common Stock Par Value \$1.00 | \$ 32.78 | 08/03/2012 | | M | 6,250 | 12/14/2008 12/13/2018 | Common Stock | 6,250 | |
| Common Stock Par Value \$1.00 | \$ 32.3 | 08/03/2012 | | M | 6,250 | 12/13/2009 12/12/2019 | Common Stock | 6,250 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Wolfson Richard M
840 CRESCENT CENTRE DRIVE, SUITE 600
FRANKLIN, TN 37067

VP, General Counsel

Signatures

Tina M.
Demonbreun 08/07/2012

 **Signature of Date
Reporting Person

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).
- (1) The price reported is a weighted average price. These shares were sold in multiple transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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