

CLARCOR INC
Form SC 13G/A
February 13, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

CLARCOR INC.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

179895107

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

Page 1 of 10 pages

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NAME OF REPORTING PERSON		
1	S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Liberty Wagner Asset Management, L.P. 36-3820584	

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
2	Not Applicable	(a) ☐ (b) ☐

SEC USE ONLY		
3		

CITIZENSHIP OR PLACE OF ORGANIZATION		
4	Delaware	

	5	SOLE VOTING POWER
NUMBER OF		None
SHARES	-----	
	6	SHARED VOTING POWER
BENEFICIALLY		1,781,600
OWNED BY	-----	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		None
PERSON	-----	
	8	SHARED DISPOSITIVE POWER
WITH		1,781,600

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	1,781,600	

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
10	Not Applicable	☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11	7.2%	

TYPE OF REPORTING PERSON*		
12	IA	

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 2 of 10 pages

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NAME OF REPORTING PERSON			
1	S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	WAM Acquisition GP, Inc.		

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
2	Not Applicable		(a) ☐ (b) ☐

SEC USE ONLY			
3			

CITIZENSHIP OR PLACE OF ORGANIZATION			
4	Delaware		

		SOLE VOTING POWER	
	5	None	
NUMBER OF		-----	
SHARES			
		SHARED VOTING POWER	
BENEFICIALLY	6		
OWNED BY		1,781,600	

EACH		SOLE DISPOSITIVE POWER	
	7		
REPORTING		None	
PERSON		-----	
		SHARED DISPOSITIVE POWER	
WITH	8	1,781,600	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	1,781,600		

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
10	Not Applicable		

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
11	7.2%		

TYPE OF REPORTING PERSON*			
12	CO		

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 179895107

13G

Page 4 of 10 Pages

NAME OF REPORTING PERSON
1 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Liberty Acorn Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2 (a) [☐]
Not Applicable (b) [☐]

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Massachusetts

SOLE VOTING POWER
5
NUMBER OF
None
SHARES

SHARED VOTING POWER
6
BENEFICIALLY

OWNED BY 1,353,000

SOLE DISPOSITIVE POWER
7
EACH
None
REPORTING PERSON

SHARED DISPOSITIVE POWER
8
WITH 1,353,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,353,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.5%

TYPE OF REPORTING PERSON*

12

IV

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Item 1(a) Name of Issuer:
Clarcor Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
2323 Sixth Street, P.O. Box 7007
Rockford, Illinois 61125

Item 2(a) Name of Person Filing:
Liberty Wanger Asset Management, L.P. ("WAM")
WAM Acquisition GP, Inc., the general partner of
WAM
("WAM GP")
Liberty Acorn Trust ("Acorn")

Item 2(b) Address of Principal Business Office:
WAM, WAM GP, and Acorn are all located at:
227 West Monroe Street, Suite 3000
Chicago, Illinois 60606

Item 2(c) Citizenship:
WAM is a Delaware limited partnership; WAM
GP is a Delaware corporation; and Acorn is a
Massachusetts business trust.

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
179895107

Item 3 Type of Person:
(d) Acorn is an Investment Company under
section 8 of the Investment Company Act.
(e) WAM is an Investment Adviser
registered under section 203 of the
Investment Advisers Act of 1940; WAM GP
is the General Partner of the Investment
Adviser.

Page 5 of 10 pages

Item 4 Ownership (at December 31, 2001):
(a) Amount owned "beneficially" within the meaning
of rule 13d-3:
1,781,600

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(b) Percent of class:

7.2% (based on 24,619,116 shares outstanding as of September 1, 2001)

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: none
- (ii) shared power to vote or to direct the vote: 1,781,600
- (iii) sole power to dispose or to direct the disposition of: none
- (iv) shared power to dispose or to direct disposition of: 1,781,600

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

The shares reported herein have been acquired on behalf of discretionary clients of WAM, including Acorn. Persons other than WAM and WAM GP are entitled to receive all dividends from, and proceeds from the sale of, those shares. Acorn is the only such person known to be entitled to all dividends from, and all proceeds from the sale of, shares reported herein to the extent of more than 5% of the class.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Page 6 of 10 pages

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not

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acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

WAM Acquisition GP, Inc.
for itself and as general partner of
LIBERTY WANGER ASSET
MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

ruce H. Lauer
Senior Vice President and
Secretary

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

LIBERTY ACORN TRUST

By: /s/ Bruce H. Lauer

Bruce H. Lauer
Vice President, Treasurer and
Secretary

Page 8 Of 10 pages

Exhibit Index

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Exhibit 1

Joint Filing Agreement dated as of February 13, 2002 by and among Liberty Wanger Asset Management, L.P., WAM Acquisition GP, Inc., and Liberty Acorn Trust

Page 9 of 10 Pages

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: February 13, 2002

WAM Acquisition GP, Inc.
for itself and as general partner of
LIBERTY WANGER ASSET
MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

Bruce H. Lauer
Senior Vice President and
Secretary

LIBERTY ACORN TRUST

By: /s/ Bruce H. Lauer

Bruce H. Lauer
Vice President, Treasurer and
Secretary

Page 10 of 10 pages