

CLARCOR INC
Form 4
June 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
WALKER WILLIAM B

(Last) (First) (Middle)

840 CRESCENT CENTRE DRIVE,
SUITE 600

(Street)

FRANKLIN, TN 37067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock Par Value \$1.00 | 04/29/2005 | | J ⁽¹⁾ | | 31,194 A \$ 62,388 | D | |
| Common Stock Par Value \$1.00 | 06/27/2005 | | M | | 15,000 A \$ 8.97 77,388 | D | |
| Common Stock Par Value \$1.00 | 06/27/2005 | | M | | 22,500 A \$ 13.75 99,888 | D | |

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| | | | | | | | |
|--|------------|---|--------|---|-------------|---------|---|
| Common Stock Par Value \$1.00 | 06/27/2005 | M | 16,000 | A | \$ 16.15 | 115,888 | D |
| Common Stock Par Value \$1.00 | 06/27/2005 | F | 37,452 | D | \$ 28.66 | 78,436 | D |

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

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(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 Underlying Security (Instr. 3 and 4) | Amount or Number of S |
|---|--|---|---|--------------------------------------|--|--|--------------------|--|--------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Common Stock Par Value \$1.00 | <u>(1)</u> | 04/29/2005 | | <u>J</u> ⁽¹⁾ | 97,548 | <u>(1)</u> | <u>(1)</u> | Common Stock | 97, |
| Common Stock Par Value \$1.00 | \$ 8.97 | 06/27/2005 | | M | 15,000 | 12/20/2004 | 12/19/2009 | Common Stock | 15, |
| Common Stock Par Value \$1.00 | \$ 13.75 | 06/27/2005 | | M | 22,500 | 12/16/2004 | 12/15/2011 | Common Stock | 22, |
| Common Stock Par Value \$1.00 | \$ 16.15 | 06/27/2005 | | M | 16,000 | 12/15/2004 | 12/14/2012 | Common Stock | 16, |
| Common Stock Par Value \$1.00 | \$ 28.66 | 06/27/2005 | | A | 9,297 | 06/27/2005 | 12/19/2009 | Common Stock | 9,2 |

| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|-----------------|-----|
| Common Stock Par Value \$1.00 | \$ 28.66 | 06/27/2005 | A | 16,022 | 06/27/2005 | 12/15/2011 | Common Stock | 16, |
| Common Stock Par Value \$1.00 | \$ 28.66 | 06/27/2005 | A | 12,133 | 06/27/2005 | 12/14/2012 | Common Stock | 12, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER WILLIAM B 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067 | | | Vice Chairman | |

Signatures

Marcia S. Blaylock, By Power of Attorney
06/28/2005

__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).
- (1) Adjustment for two-for-one stock split.

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.