

Wolfson Richard M
Form 4
April 07, 2011

FORM 4

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

OMB APPROVAL

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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)
04/06/2011

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

(Street)

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

FRANKLIN, TN 37067

(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 | (D) | Price |
| Common Stock Par Value \$1.00 | 04/06/2011 | | M | | 3,000 | A | \$ 34.4 |
| Common Stock Par Value \$1.00 | 04/06/2011 | | S | | 2,584 | D | \$ 45.1966 |
| Common Stock Par Value \$1.00 | 04/06/2011 | | M | | 21,700 | A | \$ 33.75 |
| | | | | | | | 24,384 |

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| | | | | | | | |
|-------------------------------|------------|---|--------|---|------------|--------|---|
| Common Stock Par Value \$1.00 | 04/06/2011 | S | 18,290 | D | \$ 45.1509 | 6,094 | D |
| Common Stock Par Value \$1.00 | 04/06/2011 | M | 16,275 | A | \$ 36.48 | 22,369 | D |
| Common Stock Par Value \$1.00 | 04/06/2011 | S | 14,348 | D | \$ 45.1074 | 8,021 | D |
| Common Stock Par Value \$1.00 | 04/06/2011 | M | 12,500 | A | \$ 32.78 | 20,521 | D |
| Common Stock Par Value \$1.00 | 04/06/2011 | S | 10,365 | D | \$ 45.1222 | 10,156 | D |
| Common Stock Par Value \$1.00 | 04/06/2011 | M | 6,250 | A | \$ 32.3 | 16,406 | D |
| Common Stock Par Value \$1.00 | 04/06/2011 | S | 5,150 | D | \$ 45.0411 | 11,256 | 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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | | | | | of Shares |
|--|----------|------------|---|--------|------------|------------|-----------------|--------|-----------|
| Common Stock Par Value \$1.00 | \$ 34.4 | 04/06/2011 | M | 3,000 | 01/27/2006 | 01/26/2016 | Common Stock | 3,000 | |
| Common Stock Par Value \$1.00 | \$ 33.75 | 04/06/2011 | M | 21,700 | 12/17/2006 | 12/16/2016 | Common Stock | 21,700 | |
| Common Stock Par Value \$1.00 | \$ 36.48 | 04/06/2011 | M | 16,275 | 12/16/2007 | 12/15/2017 | Common Stock | 16,275 | |
| Common Stock Par Value \$1.00 | \$ 32.78 | 04/06/2011 | M | 12,500 | 12/14/2008 | 12/13/2018 | Common Stock | 12,500 | |
| Common Stock Par Value \$1.00 | \$ 32.3 | 04/06/2011 | 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 |
| Wolfson Richard M 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067 | | | VP, General Counsel | |

Signatures

Richard M.
Wolfson

04/07/2011

**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.

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