

JOHNSON NORMAN E
Form 4
July 28, 2009

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 *
JOHNSON NORMAN E

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)
07/27/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock Par Value \$1.00	07/27/2009		M		50,000 A \$ 8.97	475,433	D
Common Stock Par Value \$1.00	07/27/2009		F		26,891 D \$ 32.89	448,542	D
Common Stock Par Value \$1.00	07/27/2009		M		28,067 A \$ 28.96	476,609	D

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Common Stock Par Value \$1.00	07/27/2009	F	25,936	D	\$ 32.89	450,673	D	
Common Stock Par Value \$1.00	07/27/2009	M	63,512	A	\$ 22.57	514,185	D	
Common Stock Par Value \$1.00	07/27/2009	F	50,848	D	\$ 32.89	463,337	D	
Common Stock Par Value \$1.00						113,418	I	By Spouse

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Par Value \$1.00	\$ 8.97	07/27/2009		M	50,000	12/20/1999	12/19/2009	common stock	50,000
Common Stock Par Value \$1.00	\$ 28.96	07/27/2009		M	28,067	06/21/2005	12/19/2009	common stock	28,067
Common Stock Par Value	\$ 22.57	07/27/2009		M	63,512	06/30/2004	12/19/2009	common stock	63,512

\$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON NORMAN E 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067	X			Chairman, President & CEO

Signatures

Abigail S. Olson, By Power of Attorney
07/28/2009

__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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