

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 Indirect Beneficial 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.