

FERRISE SAM
Form 4
June 23, 2005

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 *
FERRISE SAM

(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)
President-Baldwin

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⁾		5,458 A	10,916	D
Common Stock Par Value \$1.00	06/23/2005		M		10,000 A \$ 11.49	20,916	D
Common Stock Par Value \$1.00	06/23/2005		M		9,000 A \$ 13.75	29,916	D

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Common Stock Par Value \$1.00 06/23/2005 F 12,680 D \$ 29.09 17,236 D

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Par Value \$1.00	(1)	04/29/2005		J(1)	73,245	(1) (1)		Common Stock	73,245
Common Stock Par Value \$1.00	\$ 11.49	06/23/2005		M	10,000	04/02/2005 04/01/2011		Common Stock	10,000
Common Stock Par Value \$1.00	\$ 13.75	06/23/2005		M	9,000	12/16/2004 12/15/2011		Common Stock	9,000
Common Stock Par Value \$1.00	\$ 29.09	06/23/2005		A	6,458	06/23/2005 04/01/2011		Common Stock	6,458
Common Stock Par Value \$1.00	\$ 29.09	06/23/2005		A	6,222	06/23/2005 12/15/2011		Common Stock	6,222

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FERRISE SAM
840 CRESCENT CENTRE DRIVE, SUITE 600
FRANKLIN, TN 37067

President-Baldwin

Signatures

Marcia S. Blaylock, By Power of
Attorney

06/23/2005

__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.
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