

CLARCOR INC
Form 4
September 29, 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 *
WALKER WILLIAM B

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)
09/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Retired

(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	(D)	Price
Common Stock Par Value \$1.00	09/29/2005		M ⁽¹⁾		19,518	A	\$ 28.3
					97,954		
Common Stock Par Value \$1.00	09/29/2005		F ⁽¹⁾		8,715	D	\$ 28.3
					89,239		

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Common Stock Par Value \$1.00	\$ 28.3	09/29/2005		M ⁽¹⁾	5,832	(1) (1)	Common Stock 5,832	\$ 28,314
Common Stock Par Value \$1.00	\$ 28.3	09/29/2005		M ⁽¹⁾	4,158	(1) (1)	Common Stock 4,158	\$ 118,871
Common Stock Par Value \$1.00	\$ 28.3	09/29/2005		M ⁽¹⁾	3,548	(1) (1)	Common Stock 3,548	\$ 100,408
Common Stock Par Value \$1.00	\$ 28.3	09/29/2005		M ⁽¹⁾	2,848	(1) (1)	Common Stock 2,848	\$ 80,694
Common Stock Par Value \$1.00	\$ 28.3	09/29/2005		M ⁽¹⁾	3,132	(1) (1)	Common Stock 3,132	\$ 88,636

Reporting Owners

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

Signatures

Marcia S. Blaylock, By Power of
Attorney

09/29/2005

__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) Vested and Issued Employee Restricted Stock Units

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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