

JOHNSON NORMAN E
Form 4
June 22, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2005

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

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock Par Value \$1.00	04/29/2005		J ⁽¹⁾		172,516 A	1	345,032 D
Common Stock Par Value \$1.00	06/21/2005		M		48,562 A	\$ 18.15	393,594 D
Common Stock Par Value \$1.00	06/21/2005		M		22,500 A	\$ 9.25	416,094 D

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Common Stock Par Value \$1.00	06/21/2005	M	50,000	A	\$ 8.97	466,094	D	
Common Stock Par Value \$1.00	06/21/2005	M	34,398	A	\$ 9.25	500,492	D	
Common Stock Par Value \$1.00	06/21/2005	M	27,500	A	\$ 13.75	527,992	D	
Common Stock Par Value \$1.00	06/21/2005	M	30,000	A	\$ 16.15	557,992	D	
Common Stock Par Value \$1.00	06/21/2005	M	30,000	A	\$ 22.8	587,992	D	
Common Stock Par Value \$1.00	06/21/2005	F	163,231	D	\$ 28.96	424,761	D	
Common Stock Par Value \$1.00	04/29/2005	J ⁽¹⁾	56,709	A	<u>1</u>	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 Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
	<u>1</u>	04/29/2005		Code J ⁽¹⁾	V (A) 546,798 (D)	<u>1</u>	<u>1</u>	

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Common Stock Par Value \$1.00								Common Stock	
Common Stock Par Value \$1.00	\$ 18.15	06/21/2005	M	48,562	03/26/2003	12/19/2005		Common Stock	4
Common Stock Par Value \$1.00	\$ 9.25	06/21/2005	M	22,500	12/16/2004	12/15/2008		Common Stock	2
Common Stock Par Value \$1.00	\$ 8.97	06/21/2005	M	50,000	12/20/2004	12/19/2009		Common Stock	5
Common Stock Par Value \$1.00	\$ 9.25	06/21/2005	M	34,398	12/17/2004	12/16/2010		Common Stock	3
Common Stock Par Value \$1.00	\$ 13.75	06/21/2005	M	27,500	12/16/2004	12/15/2011		Common Stock	2
Common Stock Par Value \$1.00	\$ 16.15	06/21/2005	M	30,000	12/15/2004	12/14/2012		Common Stock	3
Common Stock Par Value \$1.00	\$ 22.8	06/21/2005	M	30,000	12/14/2004	12/13/2013		Common Stock	3
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	12,768	06/21/2005	12/15/2008		Common Stock	1
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	28,067	06/21/2005	12/19/2009		Common Stock	2
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	19,520	06/21/2005	12/16/2010		Common Stock	1
	\$ 28.96	06/21/2005	A	18,321	06/21/2005	12/15/2011			1

Common Stock Par Value \$1.00								Common Stock	
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	21,567	06/21/2005	12/14/2012		Common Stock	2
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	25,945	06/21/2005	12/13/2013		Common Stock	2

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

Marcia S. Blaylock, By Power of Attorney
Date: 06/22/2005

**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.