

BOYD DAVID J  
Form 4  
June 22, 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 \*  
BOYD DAVID J

(Last) (First) (Middle)

840 CRESCENT CENTRE, 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)

VP, General Counsel & Sec'y

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 <sup>(1)</sup>		6,605 A	13,210	D
Common Stock Par Value \$1.00	06/21/2005		M		10,000 A \$ 9.25	23,210	D
Common Stock Par Value \$1.00	06/21/2005		M		7,500 A \$ 13.75	30,710	D

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Common Stock Par Value \$1.00 06/21/2005 F 10,672 D \$ 28.96 20,038 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Par Value \$1.00	(1)	04/29/2005		J(1)	36,668	(1)	(1)	Common Stock	36,668
Common Stock Par Value \$1.00	\$ 9.25	06/21/2005		M	10,000	12/17/2004	12/16/2010	Common Stock	10,000
Common Stock Par Value \$1.00	\$ 13.75	06/21/2005		M	7,500	12/16/2004	12/15/2011	Common Stock	7,500
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005		A	5,675	06/21/2005	12/16/2010	Common Stock	5,675
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005		A	4,997	06/21/2005	12/15/2011	Common Stock	4,997

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

BOYD DAVID J  
840 CRESCENT CENTRE, SUITE 600  
FRANKLIN, TN 37067

VP, General Counsel & Sec'y

## Signatures

Marcia S. Blaylock, By Power of  
Attorney

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.  
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