

LINDSAY 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 *
LINDSAY DAVID J

(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)
VP-Admin. & Chief Admin. Off.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock Par Value \$1.00	04/29/2005		J ⁽¹⁾		7,918	A	\$ 15,836
Common Stock Par Value \$1.00	06/21/2005		M		9,702	A	\$ 18.2 25,538
Common Stock Par Value \$1.00	06/21/2005		M		19,500	A	\$ 9.79 45,038

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Common Stock Par Value \$1.00	06/21/2005	M	20,000	A	\$ 9.25	65,038	D	
Common Stock Par Value \$1.00	06/21/2005	M	17,250	A	\$ 8.97	82,288	D	
Common Stock Par Value \$1.00	06/21/2005	M	29,226	A	\$ 9.25	111,514	D	
Common Stock Par Value \$1.00	06/21/2005	F	56,327	D	\$ 28.96	55,187	D	
Common Stock Par Value \$1.00	04/29/2005	J ⁽¹⁾	15,677	A	<u>(1)</u>	31,354	I	Family Trust
Common Stock Par Value \$1.00	04/29/2005	J ⁽¹⁾	5,101	A	<u>(1)</u>	10,202	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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Par Value \$1.00	<u>(1)</u>	04/29/2005		J ⁽¹⁾	110,582	<u>(1)</u>	<u>(1)</u>	Common Stock
	\$ 18.2	06/21/2005		M	9,702	03/31/2003	12/19/2005	

Common Stock Par Value \$1.00									Common Stock
Common Stock Par Value \$1.00	\$ 9.79	06/21/2005	M	19,500	12/17/2003	12/16/2007			Common Stock
Common Stock Par Value \$1.00	\$ 9.25	06/21/2005	M	20,000	12/16/2004	12/15/2008			Common Stock
Common Stock Par Value \$1.00	\$ 8.97	06/21/2005	M	17,250	12/20/2004	12/19/2009			Common Stock
Common Stock Par Value \$1.00	\$ 9.25	06/21/2005	M	29,226	12/17/2004	12/16/2010			Common Stock
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	11,297	06/21/2005	12/16/2007			Common Stock
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	11,349	06/21/2005	12/15/2008			Common Stock
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	9,683	06/21/2005	12/19/2009			Common Stock
Common Stock Par Value \$1.00	\$ 28.96	06/21/2005	A	16,588	06/21/2005	12/16/2010			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDSAY DAVID J 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067			VP-Admin. & Chief Admin. Off.	

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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