

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**

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)  
**04/29/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

President-Baldwin

(Street)

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

**FRANKLIN, TN 37067**

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock Par Value \$1.00   | 04/29/2005                           |  | J <sup>(1)</sup>               |   | 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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SEC 1474 (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) | 8. 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)                           | 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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