

CLARCOR INC
Form 4
April 07, 2006

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 *
BLAYLOCK MARCIA S

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)
04/06/2006

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

VP & Controller

(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	(A) or (D)	Price
Common Stock Par Value \$1.00	04/06/2006		M		5,718	A	\$ 29.09
Common Stock Par Value \$1.00	04/06/2006		M		6,283	A	\$ 29.09
Common Stock Par Value \$1.00	04/06/2006		M		8,806	A	\$ 29.09

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Common Stock Par Value \$1.00	04/06/2006	M	4,500	A	\$ 8.97	76,720	D	
Common Stock Par Value \$1.00	04/06/2006	M	7,847	A	\$ 29.09	84,567	D	
Common Stock Par Value \$1.00	04/06/2006	M	11,753	A	\$ 29.09	96,320	D	
Common Stock Par Value \$1.00	04/06/2006	M	4,000	A	\$ 13.75	100,320	D	
Common Stock Par Value \$1.00	04/06/2006	M	8,167	A	\$ 29.09	108,487	D	
Common Stock Par Value \$1.00	04/06/2006	M	12,000	A	\$ 16.15	120,487	D	
Common Stock Par Value \$1.00	04/06/2006	M	8,000	A	\$ 22.8	128,487	D	
Common Stock Par Value \$1.00	04/06/2006	M	11,500	A	\$ 26.08	139,987	D	
Common Stock Par Value \$1.00	04/06/2006	M	10,000	A	\$ 28.79	149,987	D	
Common Stock Par Value \$1.00	04/06/2006	F	78,815	D	\$ 36.13	71,172	D	
Common Stock Par Value \$1.00						35,212	I	Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Par Value \$1.00	\$ 29.09	04/06/2006		M		5,718		06/23/2005	12/18/2006	Common Stock	5,718
Common Stock Par Value \$1.00	\$ 29.09	04/06/2006		M		6,283		06/23/2005	12/16/2007	Common Stock	6,283
Common Stock Par Value \$1.00	\$ 29.09	04/06/2006		M		8,806		06/23/2005	12/15/2008	Common Stock	8,806
Common Stock Par Value \$1.00	\$ 8.97	04/06/2006		M		4,500		12/20/2005	12/19/2009	Common Stock	4,500
Common Stock Par Value \$1.00	\$ 29.09	04/06/2006		M		7,847		06/23/2005	12/16/2010	Common Stock	7,847
Common Stock Par Value \$1.00	\$ 29.09	04/06/2006		M		11,753		06/23/2005	12/16/2011	Common Stock	11,753
Common Stock Par Value \$1.00	\$ 13.75	04/06/2006		M		4,000		12/16/2005	12/15/2011	Common Stock	4,000

Common Stock Par Value \$1.00	\$ 29.09	04/06/2006	M	8,167	06/23/2005	12/14/2012	Common Stock	8,167
Common Stock Par Value \$1.00	\$ 16.15	04/06/2006	M	12,000	12/15/2005	12/14/2012	Common Stock	12,000
Common Stock Par Value \$1.00	\$ 22.8	04/06/2006	M	8,000	12/14/2005	12/14/2013	Common Stock	8,000
Common Stock Par Value \$1.00	\$ 26.08	04/06/2006	M	11,500	03/21/2005	12/12/2014	Common Stock	11,500
Common Stock Par Value \$1.00	\$ 28.79	04/06/2006	M	10,000	11/18/2005	11/18/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLAYLOCK MARCIA S 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067			VP & Controller	

Signatures

Marcia S.
Blaylock

04/07/2006

**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).

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.