

BLAYLOCK MARCIA S
Form 4
June 23, 2005

FORM 4

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

OMB APPROVAL

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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

(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 & Controller

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⁾		25,241	A	Ⓛ	50,482	D
Common Stock Par Value \$1.00	06/23/2005		M		10,500	A	\$ 7.21	60,982	D
Common Stock Par Value \$1.00	06/23/2005		M		10,500	A	\$ 9.79	71,482	D

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Common Stock Par Value \$1.00	06/23/2005	M	15,000	A	\$ 9.25	86,482	D
Common Stock Par Value \$1.00	06/23/2005	M	13,500	A	\$ 8.97	99,982	D
Common Stock Par Value \$1.00	06/23/2005	M	20,022	A	\$ 9.25	120,004	D
Common Stock Par Value \$1.00	06/23/2005	M	12,000	A	\$ 13.75	132,004	D
Common Stock Par Value \$1.00	06/23/2005	F	48,574	D	\$ 29.09	83,430	D

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	Amount or Number of S
Common Stock Par Value \$1.00	(1)	04/29/2005		J(1)	71,142	(1)	(1)	Common Stock	71,
Common Stock Par Value \$1.00	\$ 7.21	06/23/2005		M	10,500	12/19/2002	12/18/2006	Common Stock	10,

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Common Stock Par Value \$1.00	\$ 9.79	06/23/2005	M	10,500	12/17/2003	12/16/2007	Common Stock	10,
Common Stock Par Value \$1.00	\$ 9.25	06/23/2005	M	15,000	12/16/2004	12/15/2008	Common Stock	15,
Common Stock Par Value \$1.00	\$ 8.97	06/23/2005	M	13,500	12/20/2004	12/19/2009	Common Stock	13,
Common Stock Par Value \$1.00	\$ 9.25	06/23/2005	M	20,022	12/17/2004	12/16/2010	Common Stock	20,
Common Stock Par Value \$1.00	\$ 13.75	06/23/2005	M	12,000	12/16/2004	12/15/2011	Common Stock	12,
Common Stock Par Value \$1.00	\$ 29.09	06/23/2005	A	5,718	06/23/2005	12/18/2006	Common Stock	5,7
Common Stock Par Value \$1.00	\$ 29.09	06/23/2005	A	6,283	06/23/2005	12/16/2007	Common Stock	6,2
Common Stock Par Value \$1.00	\$ 29.09	06/23/2005	A	8,806	06/23/2005	12/15/2008	Common Stock	8,8
Common Stock Par Value \$1.00	\$ 29.09	06/23/2005	A	7,847	06/23/2005	12/19/2009	Common Stock	7,8
Common Stock Par Value \$1.00	\$ 29.09	06/23/2005	A	11,753	06/23/2005	12/16/2010	Common Stock	11,
Common Stock Par Value \$1.00	\$ 29.09	06/23/2005	A	8,167	06/23/2005	12/15/2011	Common Stock	8,

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

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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