BURGSTAHLER ROBERT J

Form 4

January 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

	Address of Repor	_	2. Issuer Name Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			CLARCOR IN	NC. [CLC]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earlies	t Transaction					
840 CRESCENT CENTRE DRIVE, SUITE 600			(Month/Day/Yea 01/23/2012	r)	_X_ Director 10% Owner Officer (give title Other (specify below)				
	(Street)		4. If Amendment	, Date Original	6. Individual or Join	nt/Group Fili	ng(Check		
FRANKLI	N, TN 37067		Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by Or Form filed by Mo Person				
(City)	(State)	(Zip)	Table I - No	on-Derivative Securities Acq	quired, Disposed of,	or Beneficia	lly Owned		
1.Title of	2. Transaction I	Date 2A. Deeme	ed 3.	4. Securities Acquired (A	5. Amount of	6.	7. Nature of		

` •/	` /	1 an	ie i - Non-i	Derivative	Secui	nues Acquir	ea, Disposea oi,	or Beneficially	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock Par Value \$1.00	01/23/2012		M <u>(1)</u>	7,500	A	\$ 16.01	23,377	D	
Common Stock Par Value \$1.00	01/23/2012		M	7,500	A	\$ 18.13	30,877	D	
Common Stock Par Value \$1.00	01/23/2012		S	15,000	D	\$ 52.3635	15,877	D	

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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 iomf 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Par Value \$1.00	\$ 16.01	01/23/2012		M <u>(1)</u>		7,500	03/19/2002	03/18/2012	Common Stock	7,500
Common Stock Par Value \$1.00	\$ 18.13	01/23/2012		M		7,500	03/25/2003	03/24/2013	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			

BURGSTAHLER ROBERT J 840 CRESCENT CENTRE DRIVE, SUITE 600 X

FRANKLIN, TN 37067

Signatures

Patrick Miller, By Power of Attorney 01/23/2012

**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) In connection with the exercise of stock options due to expire.

Reporting Owners 2

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