

CLARCOR INC
Form 4
December 20, 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 *
Baerenwald Philip

(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)
12/18/2006

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)

President-JL Clark

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock Par Value \$1.00	12/18/2006		J ⁽¹⁾	V	241	A	② 5,893
Common Stock Par Value \$1.00	12/18/2006		J ⁽³⁾	V	13	A	② 5,906
Common Stock Par Value \$1.00	12/18/2006		M ⁽⁴⁾		768	A	\$ 33.75 6,674

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Common Stock Par Value \$1.00	12/18/2006	<u>F</u> ⁽⁴⁾	303	D	\$ 33.75	6,371	D	
Common Stock Par Value \$1.00	12/18/2006	<u>J</u> ⁽⁵⁾	V 4	A	<u>2</u>	6,375	D	
Common Stock Par Value \$1.00						1,500	I	By Children

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Common Stock Par Value \$1.00	\$ 33.75	12/18/2006		<u>A</u> ⁽⁶⁾	10,000	<u>(7)</u> 12/17/2016	Common Stock	10,000
Common Stock Par Value \$1.00	\$ 33.75	12/18/2006		<u>A</u> ⁽⁸⁾	1,185	<u>(8)</u> <u>(8)</u>	Common Stock	1,185
Common Stock Par Value \$1.00	\$ 33.75	12/18/2006		<u>M</u> ⁽⁴⁾	768	<u>(4)</u> <u>(4)</u>	Common Stock	768

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baerenwald Philip 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067			President-JL Clark	

Signatures

Marcia S. Blaylock, By Power of Attorney
12/20/2006

__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).
- (1) Employee Stock Purchase Plan
- (2) Purchased through Plan at market price
- (3) Dividend Reinvestment Plan
- (4) Vested and Issued Employee Restricted Stock Units
- (5) Employee 401(k) Plan
- (6) Employee Stock Option - Right to Buy
- (7) 25% vesting occurs 12/18/07, 08, 09, 10
- (8) Employee Restricted Stock Units - 25% vest on 12/18/07, 08, 09, 10

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.