CLARCOR INC

Form 4

November 06, 2006

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Baerenwald Philip Issuer Symbol CLARCOR INC [CLC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 840 CRESCENT CENTRE DRIVE, 11/03/2006 below) SUITE 600 President-JL Clark

4. If Amendment, Date Original

Filed

FRANKLIN, TN 37067

(Street)

d(Month/Day/Year)	Applicable Line)
	X Form filed by One Reporting Person
	Form filed by More than One Reporting
	Person

6. Individual or Joint/Group Filing(Check

	(City)	(State)	(Zip) Table I - Non-Derivative Securities Acqui					ired, 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. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)		
,	Common Stock Par Value \$1.00	11/03/2006		Code V M	Amount 4,500	(D)	Price \$ 9.79	11,444	D		
,	Common Stock Par Value \$1.00	11/03/2006		S	4,500	D	\$ 31.43	6,944	D		
,	Common Stock Par Value \$1.00	11/03/2006		G(1) V	1,500	D	\$0	5,444	D		

0.5

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Common

Stock Par Value $G_{\underline{}}^{(1)}$ V 1,500 A \$ 0 1,500 I By children

\$1.00

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.

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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Par Value	\$ 9.79	11/03/2006		M	4,500	12/16/2003	12/16/2007	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

President-JL Clark

Baerenwald Philip

\$1.00

840 CRESCENT CENTRE DRIVE, SUITE 600

FRANKLIN, TN 37067

Signatures

Marcia S. Blaylock, By Power of Attorney 11/06/2006

**Signature of Reporting Person Date

Reporting Owners 2

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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).

the reporting person is the beneficial owner of his childrens' shares for purposes of Section 16 or for any other purpose.

This transaction involved a gift of securities by the reporting person to his children, who share the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his children, and this report should not be deemed an admission that

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.