CLARCOR INC

Form 4

December 20, 2006

FO	RM	4	UNITED

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average

response...

burden hours per

0.5

if no longer subject to Section 16. Form 4 or

Form 5

Check this box

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

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON NORMAN E

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

CLARCOR INC [CLC]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

X Director X_ Officer (give title

10% Owner Other (specify

840 CRESCENT CENTRE DRIVE,

(Street)

SUITE 600

12/18/2006

below) Chairman, President & CEO

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FRANKLIN, TN 37067

(City)	(State) (Z	Zip) Table	e I - Nor	n-De	erivative S	Securi	ties Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securi nAcquired Disposed (Instr. 3,	l (A) of (D) d and (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	12/18/2006		Code $J(1)$	v V	Amount 1,059	(D)	Price (2)	446,454	D	
Common Stock Par Value \$1.00	12/18/2006		J <u>(3)</u>	V	817	A	(2)	447,271	D	
Common Stock Par Value \$1.00								113,418	I	By Spouse

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

Edgar Filing: CLARCOR INC - Form 4

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.

Dalationahin

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. Transactio Code (Instr. 8)	5. Number of Derivative Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Common Stock Par Value \$1.00	\$ 33.75	12/18/2006		A	120,000	<u>(4)</u>	12/17/2016	Common Stock	120,000
Common Stock Par Value \$1.00	\$ 33.75	12/18/2006		A	12,435	(5)	<u>(5)</u>	Common Stock	12,435

Reporting Owners

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

JOHNSON NORMAN E

840 CRESCENT CENTRE DRIVE, SUITE 600 X Chairman, President & CEO

FRANKLIN, TN 37067

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) Employee 401(k) Plan
- (4) 25% vesting occurs 12/18/07, 08, 09, 10

Reporting Owners 2

Edgar Filing: CLARCOR INC - Form 4

(5) 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.