#### JOHNSON NORMAN E

Form 4

December 15, 2010

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

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obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

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 JOHNSON NORMAN E Issuer Symbol CLARCOR INC [CLC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title \_ Other (specify 840 CRESCENT CENTRE DRIVE. 12/13/2010 below) SUITE 600 Chairman, President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting FRANKLIN, TN 37067 Person

(City)	(State)	Zip) Table	e I - Non	-De	erivative S	Securi	ties Ac	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. Transac Code (Instr. 8	1		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	12/13/2010		J <u>(1)</u>	V	767	A	<u>(2)</u>	470,027	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.

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# 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 actionDerivative Securities 8) 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) (		Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Common Stock Par Value \$1.00	\$ 42.86	12/13/2010		A	120,000		(3)	12/12/2020	Common Stock	120,000
Common Stock Par Value \$1.00	\$ 42.86	12/13/2010		A	13,169		<u>(4)</u>	<u>(4)</u>	Common Stock	13,169

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
18	Director	10% Owner	Officer	Other			
JOHNSON NORMAN E			a				
840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN TN 37067	X		Chairman, President & CEO				

## **Signatures**

Abigail S. Olson, By Power of Attorney 12/15/2010

\*\*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 Program
- (2) Purchased through Plan at market price
- (3) 25% vesting occurs on 12/13/11,12,13,14
- (4) Employee Restricted Stock Units- 25% vest on 12/13/11,12,13,14

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.

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