

FERRISE SAM  
Form 4  
December 18, 2007

**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 \*  
**FERRISE SAM**

2. Issuer Name and Ticker or Trading Symbol  
**CLARCOR INC [CLC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**840 CRESCENT CENTRE DRIVE,  
SUITE 600**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/16/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

President-Baldwin

(Street)  
**FRANKLIN, TN 37067**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock Par Value \$1.00	12/16/2007		J <sup>(1)</sup>	V	778	A	②	36,573	D
Common Stock Par Value \$1.00	12/16/2007		J <sup>(3)</sup>	V	276	A	②	36,849	D
Common Stock Par Value \$1.00	12/16/2007		M <sup>(4)</sup>		3,175	A	\$ 36.48	40,024	D

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Common Stock Par Value \$1.00 12/16/2007 F(4) 1,380 D \$ 36.48 38,644 D

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. 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	\$ 36.48	12/16/2007		<u>M</u> (4)	3,175	<u>(4)</u> <u>(4)</u>	Common Stock	3,175
Common Stock Par Value \$1.00	\$ 36.48	12/16/2007		A	35,000	<u>(5)</u> 12/15/2017	Common Stock	35,000
Common Stock Par Value \$1.00	\$ 36.48	12/16/2007		A	3,402	<u>(6)</u> <u>(6)</u>	Common Stock	3,402

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRISE SAM 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067			President-Baldwin	

## Signatures

Abigail S. Olson, By Power of  
Attorney

12/18/2007

\_\_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) Dividend Reinvestment
- (4) Vested and Issued Employee Restricted Stock Units
- (5) 25% vesting occurs on 12/16/08,09,10,11
- (6) Employee Restricted Stock Units- 25% vest on 12/16/08,09,10,11

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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