

Wolfson Richard M
Form 4
April 07, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Wolfson Richard M

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)
04/06/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, General Counsel

(Street)

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

FRANKLIN, TN 37067

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock Par Value \$1.00	04/06/2011		M		3,000	A	\$ 34.4
Common Stock Par Value \$1.00	04/06/2011		S		2,584	D	\$ 45.1966
Common Stock Par Value \$1.00	04/06/2011		M		21,700	A	\$ 33.75

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Common Stock Par Value \$1.00	04/06/2011	S	18,290	D	\$ 45.1509	6,094	D
Common Stock Par Value \$1.00	04/06/2011	M	16,275	A	\$ 36.48	22,369	D
Common Stock Par Value \$1.00	04/06/2011	S	14,348	D	\$ 45.1074	8,021	D
Common Stock Par Value \$1.00	04/06/2011	M	12,500	A	\$ 32.78	20,521	D
Common Stock Par Value \$1.00	04/06/2011	S	10,365	D	\$ 45.1222	10,156	D
Common Stock Par Value \$1.00	04/06/2011	M	6,250	A	\$ 32.3	16,406	D
Common Stock Par Value \$1.00	04/06/2011	S	5,150	D	\$ 45.0411	11,256	D

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

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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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Common Stock Par Value \$1.00	\$ 34.4	04/06/2011	M	3,000	01/27/2006	01/26/2016	Common Stock	3,000
Common Stock Par Value \$1.00	\$ 33.75	04/06/2011	M	21,700	12/17/2006	12/16/2016	Common Stock	21,700
Common Stock Par Value \$1.00	\$ 36.48	04/06/2011	M	16,275	12/16/2007	12/15/2017	Common Stock	16,275
Common Stock Par Value \$1.00	\$ 32.78	04/06/2011	M	12,500	12/14/2008	12/13/2018	Common Stock	12,500
Common Stock Par Value \$1.00	\$ 32.3	04/06/2011	M	6,250	12/13/2009	12/12/2019	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolfson Richard M 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067			VP, General Counsel	

Signatures

Richard M.
Wolfson

04/07/2011

**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).

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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