

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 8-K**

CURRENT REPORT

**Pursuant To Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) March 21, 2005

CLARCOR INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation)

1-11024

(Commission File Number)

36-0922490

(IRS Employer Identification  
Number)

840 Crescent Centre Drive, Suite 600, Franklin, TN 37067

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 615-771-3100

(Former name or former address, if changed since last report).

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Section 8 - Other Information

### Item 8.01 Other Events.

(a) On March 21, 2005 CLARCOR Inc., a Delaware corporation (NYSE: CLC) (the "Company"), issued a press release disclosing that the Company's Board of Directors had approved, at its regular annual meeting, (a) a quarterly dividend of \$0.1275 per share of Common Stock and (b) a 100% stock dividend for the purpose of effecting a 2 for 1 stock split of the issued shares of Common Stock of the Company. In both cases, the record date is April 15, 2005 and the payment date is April 29, 2005.

## Section 9 – Financial Statements & Exhibits

### Item 9.01 Financial Statements & Exhibits

Exhibit 99.1 – Press Release dated March 21, 2005.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLARCOR INC.

By     /s/Norman E. Johnson      
Norman E. Johnson, Chairman of the Board,  
President and Chief Executive Officer

Date: March 22, 2005

**FOR FURTHER INFORMATION CONTACT:**

Norman E. Johnson  
Chairman of the Board and Chief Executive Officer  
Franklin, Tennessee  
615-771-3100

**FOR IMMEDIATE RELEASE**

**MONDAY, MARCH 21, 2005**

**CLARCOR BOARD AUTHORIZES 2-FOR-1 STOCK SPLIT AND REGULAR  
QUARTERLY DIVIDEND**

**Franklin, TN, March 21, 2005** – The Board of Directors of **CLARCOR Inc. (NYSE: CLC)** declared today a 2-for-1 stock split to be distributed April 29, 2005 to all shareholders of record on April 15, 2005. After the split, CLARCOR will have approximately 51,519,888 common shares outstanding.

“The split is indicative of the growth and progress CLARCOR has achieved and the Board’s belief that CLARCOR will continue to expand profitably in the future,” said Norm Johnson, Chairman and Chief Executive Officer in making the announcement.

The CLARCOR Board of Directors at the March 21, 2005 Board meeting declared a regular quarterly dividend of \$0.1275 per share on a pre-split basis. The dividend is payable on April 29, 2005 to all shareholders of record on April 15, 2005. Adjusted for the stock split, the annual common stock dividend rate will be \$0.2550 per share or \$0.06375 per quarter.

CLARCOR is based in Franklin, Tennessee, and is a diversified marketer and manufacturer of mobile, industrial and environmental filtration products and consumer and industrial packaging products sold in domestic and international markets. Common shares of the Company are traded on the New York Stock Exchange under the symbol CLC.