

FORM 4

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

OMB APPROVAL

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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* | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| BOYD | DAVID | J. | CLARCOR INC. CLC | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, General Counsel & Sec'y | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | |
| 840 CRESCENT CENTRE, SUITE 600 | | | 04/29/2005 | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check applicable) | |
| FRANKLIN | TN | 37067 | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | Table I -- Non-Derivative Securities Beneficially Owned | | | |

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/ Day/ Year) | 3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Owner- ship (Instr. 4) |
|------------------------------------|---|---|---|---|---|------------------|---------|--|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock Par Value \$1.00 | 04/29/2005 | | J (1) | | 6605 | A | (1) | 13210 | D | |
| Common Stock Par Value \$1.00 | 06/21/2005 | | M | | 10000 | A | \$9.25 | 23210 | D | |
| Common Stock Par Value \$1.00 | 06/21/2005 | | M | | 7500 | A | \$13.75 | 30710 | D | |
| Common Stock Par Value \$1.00 | 06/21/2005 | | F | | 10672 | D | \$28.96 | 20038 | D | |

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

* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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SEC 1474 (9-02)

FORM 4 (continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 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) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|-----|--|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Common Stock Par Value \$1.00 | (1) | 04/29/2005 | | J | (1) | 36668 | | (1) | (1) | Common Stock | 36668 | (1) | 73336 | D | |
| Common Stock Par Value \$1.00 | \$9.25 | 06/21/2005 | | M | | 10000 | | 12/17/2004 | 12/16/2010 | Common Stock | 10000 | \$9.25 | 63336 | D | |
| Common Stock Par Value \$1.00 | \$13.75 | 06/21/2005 | | M | | 7500 | | 12/16/2004 | 12/15/2011 | Common Stock | 7500 | \$13.75 | 55836 | D | |
| Common Stock Par Value \$1.00 | \$28.96 | 06/21/2005 | | A | | 5675 | | 06/21/2005 | 12/16/2010 | Common Stock | 5675 | \$28.96 | 61511 | D | |
| Common Stock Par Value \$1.00 | \$28.96 | 06/21/2005 | | A | | 4997 | | 06/21/2005 | 12/15/2011 | Common Stock | 4997 | \$28.96 | 66508 | D | |

Explanation of Responses: See attached footnote page.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *see* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

Marcia S. Blaylock, By Power of Attorney

06/22/2005

Date

** Signature of Reporting Person

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Adjustment for two-for-one stock split.