

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) June 17, 2005

CLARCOR INC.

(Exact name of registrant as specified in its charter)

Delaware

1-11024

36-0922490

(State or other jurisdiction of
incorporation)

(Commission
File Number)

(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 June 17, 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 a regular Board meeting, (a) a \$150 million stock repurchase program and (b) a quarterly cash dividend of \$0.06375 per share of Common Stock.

Pursuant to the stock repurchase program, CLARCOR may purchase shares from time to time in the open market or through privately negotiated transactions over the next two years. CLARCOR has no obligation to repurchase shares under the program, and the timing, actual number and value of shares to be purchased will depend on CLARCOR's stock price and market conditions.

The record date for the cash dividend is July 15, 2005 and the payment date is July 29, 2005.

Section 9 - Financial Statements & Exhibits

Item 9.01 Financial Statements & Exhibits

Exhibit 99.1 - Press Release dated June 17, 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: June 20, 2005

EXHIBIT 99.1

FOR FURTHER INFORMATION CONTACT:

Bruce A. Klein
Vice President - Finance and Chief Financial Officer
Franklin, Tennessee
615-771-3100

FOR IMMEDIATE RELEASE
FRIDAY, JUNE 17, 2005

CLARCOR ANNOUNCES \$150 MILLION STOCK REPURCHASE PROGRAM
AND REGULAR QUARTERLY DIVIDEND

FRANKLIN, TN, JUNE 17, 2005 -- The Board of Directors of CLARCOR Inc. (NYSE:CLC) today authorized a \$150 million stock repurchase program. Pursuant to the authorization, CLARCOR may purchase shares from time to time in the open market or through privately negotiated transactions over the next two years. CLARCOR has no obligation to repurchase shares under the authorization, and the timing, actual number and value of shares to be purchased will depend on CLARCOR's stock price and market conditions.

CLARCOR's Board of Directors also declared a regular quarterly dividend of \$0.06375 per share. The dividend is payable July 29, 2005 to shareholders of record July 15, 2005.

Norm Johnson, CLARCOR's Chairman and Chief Executive Officer, said, "Our strong cash position and expectations for continued strength in our annual cash flows allows CLARCOR to aggressively invest to grow our current business, pursue acquisitions and repurchase our stock. One of our priorities is the effective use of our assets to enhance the value of CLARCOR for our shareholders."

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.

The statements in this release concerning the Company's sales, earnings, business performance and prospects are forward-looking statements that involve significant risks and uncertainties, including the effect of changes in product demand, availability of labor, price and product competition, raw material costs, health care costs, energy prices, productivity improvement and plant consolidation programs, distribution channels, acquisitions and divestitures, general economic conditions in both domestic and foreign markets, interest rates, currency fluctuations, the success of our Total Filtration Program, the success of sales and marketing programs, the cost of compliance with recently enacted regulatory requirements, the effect of changes in accounting rules and other factors discussed in filings made with the Securities and Exchange Commission.