

# 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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>KLEIN</b>	<b>BRUCE</b>	<b>A.</b>	<b>CLARCOR INC.</b>		<b>CLC</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP-Finance &amp; CFO</b>	
<b>840 CRESCENT CENTRE DRIVE, SUITE 600</b>			<b>12/18/2006</b>			
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable)	
<b>FRANKLIN</b>	<b>TN</b>	<b>37067</b>			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	<b>Table I -- Non-Derivative Securities Beneficially Owned</b>			

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	12/18/2006		J (1)	V	445	A	(2)	199470	D	
Common Stock Par Value \$1.00	12/18/2006		J (3)	V	1122	A	(2)	200592	D	
Common Stock Par Value \$1.00	12/18/2006		M (4)		3592	A	\$33.75	204184	D	
Common Stock Par Value \$1.00	12/18/2006		F (4)		1309	D	\$33.75	202875	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).

**Persons who respond to the collection of the information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 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)		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	\$33.75	12/18/2006		A		40000			12/17/2016	Common Stock	40000	\$33.75	348209	D	
Common Stock Par Value \$1.00	\$33.75	12/18/2006		A		3539		(7)	(7)	Common Stock	3539	(7)	351748	D	
Common Stock Par Value \$1.00	\$33.75	12/18/2006		M			3592	(4)	(4)	Common Stock	3592	(4)	348156	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

12/20/2006

Date

\*\* Signature of Reporting Person

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**FORM 4 (continued)**

**FOOTNOTES**

- 1 Employee Stock Purchase Plan
- 2 Purchased through Plan at market price
- 3 Dividend Reinvestment Plan
- 4 Vested and Issued Employee Restricted Stock Units
- 5 Employee Stock Option - Right to Buy
- 6 25% vesting occurs 12/18/07, 08, 09, 10
- 7 Employee Restricted Stock Units - 25% vest on 12/18/07, 08, 09, 10