

# 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*<br><b>FERRISE SAM</b> |                 |           | 2. Issuer Name and Ticker or Trading Symbol<br><b>CLARCOR INC. CLC</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director                      ____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)                      ____ Other (specify below)<br><b>President-Baldwin</b> |   |  |  |
| (Last)   | (First)         | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/20/2006</b>  |  |   |   |  |  |
| <b>840 CRESCENT CENTRE DRIVE, SUITE 600</b>                    |                 |           | 4. If Amendment, Date Original Filed (Month/Day/Year)                  |  |   | 6. Individual or Joint/Group Filing (Check applicable)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person |  |  |
| (Street)   | <b>FRANKLIN</b> | <b>TN</b> | <b>37067</b>   |  |   |   |  |  |
| (City)   | (State)         | (Zip)     | <b>Table I -- Non-Derivative Securities Beneficially Owned</b>         |  |   |   |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br><br>(Month/<br>Day/<br>Year) | 3. Trans-<br>action<br>Code<br>(Instr. 8) |   | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br><br>(Instr. 3 and 4) | 6. Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br><br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Owner-<br>ship<br><br>(Instr. 4) |
|------------------------------------|---|---|---|---|---|------------------|---------|--|---|--|
|                                    |   |   | Code                                      | V | Amount  | (A)<br>or<br>(D) | Price   |  |   |  |
| Common Stock Par Value \$1.00      | 11/20/2006  |   | M<br>(1)                                  |   | 1024  | A                | \$34.26 | 32969  | D   |  |
| Common Stock Par Value \$1.00      | 11/20/2006  |   | F<br>(1)                                  |   | 445   | D                | \$34.26 | 32524  | 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              | \$34.26  | 11/20/2006                           |  | M<br>(1)                       |   |  | 1024 | (1)  | (1)             | Common Stock  | 1024                       | (1)  | 136657   | 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)

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Marcia S. Blaylock, By Power of Attorney

11/21/2006

Date

\*\* Signature of Reporting Person

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Vested and Issued Employee Restricted Stock Units