

Baerenwald Philip
Form 3
June 30, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Baerenwald Philip | | (Month/Day/Year) | CLARCOR INC [CLC] | |
| (Last) | (First) | (Middle) | 06/23/2006 | |
| 840 CRESCENT CENTRE DRIVE, SUITE 600 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FRANKLIN,Â TNÂ 37067 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President-JL Clark | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock Par Value \$1.00 | 6,944 | D | Â |

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

SEC 1473 (7-02)

Persons who 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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Common Stock Par Value \$1.00 ⁽¹⁾ | 12/16/2003 | 12/16/2007 | Common Stock | 4,500 | \$ 9.79 | D | Â |
| Common Stock Par Value \$1.00 ⁽¹⁾ | 12/15/2004 | 12/15/2008 | Common Stock | 4,500 | \$ 9.25 | D | Â |
| Common Stock Par Value \$1.00 ⁽¹⁾ | 12/19/2005 | 12/19/2009 | Common Stock | 5,000 | \$ 8.97 | D | Â |
| Common Stock Par Value \$1.00 ⁽¹⁾ | 12/16/2004 | 12/16/2010 | Common Stock | 5,000 | \$ 9.25 | D | Â |
| Common Stock Par Value \$1.00 ⁽¹⁾ | 12/15/2005 | 12/15/2011 | Common Stock | 5,000 | \$ 13.75 | D | Â |
| Common Stock Par Value \$1.00 ⁽¹⁾ | 12/14/2006 | 12/14/2012 | Common Stock | 8,000 | \$ 16.15 | D | Â |
| Common Stock Par Value \$1.00 ⁽¹⁾ | 12/13/2007 | 12/13/2013 | Common Stock | 8,000 | \$ 22.8 | D | Â |
| Common Stock Par Value \$1.00 ⁽¹⁾ | 03/21/2005 | 12/11/2014 | Common Stock | 8,000 | \$ 26.08 | D | Â |
| Common Stock Par Value \$1.00 ⁽¹⁾ | 11/18/2005 | 11/17/2015 | Common Stock | 10,000 | \$ 28.79 | D | Â |
| Common Stock Par Value \$1.00 ⁽²⁾ | Â ⁽²⁾ | 12/13/2007 | Common Stock | 840 | \$ 22.8 | D | Â |
| Common Stock Par Value \$1.00 ⁽²⁾ | Â ⁽²⁾ | 12/11/2008 | Common Stock | 1,040 | \$ 26.08 | D | Â |
| Common Stock Par Value \$1.00 ⁽²⁾ | Â ⁽²⁾ | 11/17/2009 | Common Stock | 1,371 | \$ 28.79 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Baerenwald Philip 840 CRESCENT CENTRE DRIVE, SUITE 600 FRANKLIN, TN 37067 | Â | Â | Â President-JL Clark | Â |

Signatures

Marcia S. Blaylock, By Power of Attorney
06/30/2006

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

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

(1) Employee Stock Option - Right to Buy

(2) Employee Restricted Stock Units - 25% of original grant vests on each of the next anniversary dates

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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