

LINDSAY DAVID J  
Form 4  
December 18, 2007

**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 \*  
LINDSAY DAVID J

(Last) (First) (Middle)

840 CRESCENT CENTRE DRIVE,  
SUITE 600

(Street)

FRANKLIN, TN 37067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CLARCOR INC [CLC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP-Admin. & Chief Admin. Off.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock Par Value \$1.00   | 12/16/2007                           |  | M <sup>(1)</sup>               |   | 1,280   | A  | \$ 36.48                          |
| Common Stock Par Value \$1.00   | 12/16/2007                           |  | F <sup>(1)</sup>               |   | 467   | D  | \$ 36.48                          |
| Common Stock Par Value \$1.00   | 12/16/2007                           |  | J <sup>(2)</sup>               | V 2   |   | A  | ③ 21,115                          |

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|  |            |                  |   |     |   |   |        |   |                    |
|--|------------|------------------|---|-----|---|---|--------|---|--------------------|
| Common<br>Stock Par<br>Value<br>\$1.00 | 12/16/2007 | J <sup>(4)</sup> | V | 732 | A | ③ | 21,847 | D |                    |
| Common<br>Stock Par<br>Value<br>\$1.00 |            |                  |   |     |   |   | 9,158  | I | By Spouse          |
| Common<br>Stock Par<br>Value<br>\$1.00 |            |                  |   |     |   |   | 31,354 | I | By Family<br>Trust |

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

**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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|
|   |  |   |   | Code V (A) (D)                       |  | Date<br>Exercisable Expiration<br>Date                         | Title  |                                     |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 36.48   | 12/16/2007                              |   | M <sup>(1)</sup>                     | 1,280  | <sup>(1)</sup> <sup>(1)</sup>                                  | Common<br>Stock  | 1,280                               |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 36.48   | 12/16/2007                              |   | A                                    | 21,700   | <sup>(5)</sup> 12/15/2017                                      | Common<br>Stock  | 21,700                              |
| Common<br>Stock Par<br>Value<br>\$1.00              | \$ 36.48   | 12/16/2007                              |   | A                                    | 1,354  | <sup>(6)</sup> <sup>(6)</sup>                                  | Common<br>Stock  | 1,354                               |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

LINDSAY DAVID J  
840 CRESCENT CENTRE DRIVE, SUITE 600  
FRANKLIN, TN 37067

VP-Admin. & Chief Admin. Off.

## Signatures

Abigail S. Olson, By Power of  
Attorney

12/18/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) Vested and Issued Employee Restricted Stock Units
- (2) Employee Stock Purchase Program
- (3) Purchased through Plan at market price
- (4) Employee 401(k) Plan
- (5) 25% vesting occurs on 12/16/08,09,10,11
- (6) Employee Restricted Stock Units- 25% vest on 12/16/08,09,10,11

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