

CLARCOR INC
Form 11-K
June 28, 2006

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K
ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

 b **Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934**
For the fiscal year ended: December 31, 2005

 o **Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934**
For the transition period from _____ to _____
Commission File Number: 1-11024

A. Full title of plan and address of the plan, if different from that of the issuer named below:
 CLARCOR 401(k) Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

CLARCOR Inc.
840 Crescent Centre Drive
Suite 600
Franklin, TN 37067

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CLARCOR 401(k) Plan

**Financial Statements and
Supplemental Schedule
As of and for the Years Ended
December 31, 2005 and 2004**

CLARCOR 401(k) Plan

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included herein are deemed not applicable to the CLARCOR 401(k) Plan.	

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Committee of the CLARCOR 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the CLARCOR 401(k) Plan (the Plan) as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years ended December 31, 2005 and 2004. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the years ended December 31, 2005 and 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year as of December 31, 2005 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Nashville, Tennessee

June 16, 2006

Table of Contents**CLARCOR 401(k) Plan
Statements of Net Assets Available for Benefits**

<i>December 31,</i>	2005	2004
Assets		
Investments , at fair value		
Common/collective trust	\$ 12,823,563	\$ 12,617,525
Mutual funds	43,335,510	38,392,295
CLARCOR Inc. common stock fund	5,524,064	4,556,032
Participant loans	2,062,009	1,759,350
Total investments	63,745,146	57,325,202
Receivables		
Employer contributions	135,452	212,415
Participant contributions	219,652	361,474
Total Receivables	355,104	573,889
Net Assets Available for Benefits	\$ 64,100,250	\$ 57,899,091

See accompanying notes to financial statements.

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Table of Contents**CLARCOR 401(k) Plan
Statements of Changes in Net Assets Available for Benefits**

<i>Year ended December 31,</i>	2005	2004
Additions		
Investment income		
Interest income from common/collective trust	\$ 506,641	\$ 426,842
Dividend income from CLARCOR Inc. Common Stock Fund	32,979	29,842
Interest income from participant loans	121,902	80,226
Dividend income from mutual funds	1,469,293	947,856
Total interest and dividends	2,130,815	1,484,766
Net appreciation in fair value of		
Mutual funds	1,244,724	2,697,188
CLARCOR Inc. Common Stock Fund	419,433	890,280
Total net appreciation	1,664,157	3,587,468
Net gain (loss) on sale of investments of		
CLARCOR Inc. Common Stock Fund	10,467	
Mutual funds	(931)	
Total net gain on sale of investments	9,536	
Total investment income	3,804,508	5,072,234
Contributions		
Employer	2,653,469	2,556,332
Participant	4,580,794	4,298,248
Rollover	1,087,886	99,512
Other additions	601,812	
Total contributions	8,923,961	6,954,092
Transfers in		50,399,956
Total additions	12,728,469	62,426,282

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**CLARCOR 401(k) Plan
Statements of Changes in Net Assets Available for Benefits**

<i>Year ended December 31,</i>	2005	2004
Deductions		
Benefits paid to participants	\$ 6,486,548	\$ 4,522,011
Administrative fees	14,613	5,180
Other deductions	26,149	
Total deductions	6,527,310	4,527,191
Net Increase	6,201,159	57,899,091
Net Assets Available for Benefits, at beginning of year	57,899,091	
Net Assets Available for Benefits, at end of year	\$ 64,100,250	\$ 57,899,091

See accompanying notes to financial statements.

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**CLARCOR 401(k) Plan
Notes to Financial Statements**

1. Description of Plan The following brief description of the CLARCOR Inc. (the Company) 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Summary Plan Description for a more complete description of the Plan s provisions.

General

The Plan is a defined contribution plan established January 1, 2004, which covers eligible domestic employees of the Company who have three months of service and are 21 or older, and who are not continuing participation in the CLARCOR Inc. Pension Plan effective January 1, 2004. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Each year, participants may contribute up to 50% of pretax annual compensation, as defined in the Plan, up to the Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company contributes 100% of the first 3% and 50% of the next 2% of pretax compensation that a participant contributes to the Plan.

Participant Accounts

Each participant s account is credited with the participant s contribution and allocations of the Company s contributions and Plan earnings. Allocations are based on participant account balances, as defined. The only benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a common/collective trust, Company common stock and 17 mutual funds as investment options for participants.

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**CLARCOR 401(k) Plan
Notes to Financial Statements**

Vesting	As this is a safe harbor match plan, participants are immediately vested in their contributions and the Company's match, plus actual earnings thereon.
Participant Loans	Participants may borrow from their accounts a minimum of \$1,000 and participants may have only one loan outstanding. Loans are repaid through payroll deductions with principal and interest being credited to the participants' account balances. Loans may not exceed the lesser of 50% of the participant's vested balance or \$50,000 and loans are to be repaid over a period of time not to exceed five years, unless used for the purchase of a principal residence, in which case the payback period may not exceed 15 years. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 2% at the time of the loan.
Payment of Benefits	<p>Upon termination of service, death, disability or retirement, participants, or their beneficiaries, will receive lump-sum benefit payments. Benefits paid are equal to the value of the participant's vested interest in his or her account.</p> <p>Subject to certain provisions specified in the Plan agreement, employed participants may withdraw their after-tax contributions and related earnings. Withdrawals from the Plan may also be made upon circumstances of financial hardship in accordance with provisions specified in the Plan.</p>
Forfeited Accounts	Forfeitures are used to reduce future Company contributions. No forfeitures were used to reduce 2005 or 2004 Company contributions.
Administrative Expenses	The Company pays substantially all of the Plan's administrative expenses.

Table of Contents**CLARCOR 401(k) Plan
Notes to Financial Statements****2. Summary of
Significant
Accounting Policies**

Basis of Accounting	The financial statements of the Plan are prepared under the accrual method of accounting.
Use of Estimates	The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.
Risks and Uncertainties	The Plan provides for various investment options in any combination of stocks, bonds, fixed income securities, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market valuation and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits. Individual participants' accounts bear the risk of loss resulting from fluctuations in fund values.
Investment Valuation	The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds and shares of the common/collective trust are valued at the net asset value of shares or units held by the Plan at year end. The Company common stock fund is valued at the year end unit closing price, based on the quoted market price of the Company common stock plus uninvested cash. Participant loans are valued at cost which approximates fair value.
Payment of Benefits	Benefits are recorded when paid.

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Notes to Financial Statements**

- 3. Significant Investments** The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

<i>December 31,</i>	2005	2004
CLARCOR Inc. common stock fund	\$ 5,524,064	\$ 4,556,032
Vanguard 500 Index Fund	12,050,258	11,635,047
Vanguard U. S. Growth Fund	3,770,910	3,604,574
Vanguard Wellington Fund	7,416,852	7,199,072
Vanguard Windsor II Fund	4,392,828	3,694,258
Vanguard Retirement Savings Trust	12,823,563	12,617,525

- 4. Related-Party Transactions** The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company. Vanguard Fiduciary Trust Company acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

CLARCOR Inc. common stock fund contains shares of common stock issued by the Company. The Company is the plan sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

- 5. Transfers In** 2004 Transfers In are comprised of \$46,227,506 from the CLARCOR 401(k) Retirement Savings Plan, \$4,273,722 from the United EFP 401(k) Plan, and reclassifications of (\$101,272).

- 6. Plan Termination** Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

- 7. Tax Status** The Internal Revenue Service has determined and informed the Company by a letter dated June 27, 2005 that the Plan and related trust is designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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**CLARCOR 401(k) Plan
Notes to Financial Statements**

**8. Prohibited
Transactions**

During 2005, the Plan sponsor inadvertently failed to deposit approximately \$3,942 of participant deferrals within the required timeframe as stated by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The Plan sponsor will file Form 5330 and pay applicable excise tax. The excise tax payments will be made from the Plan sponsor's assets and not from assets of the Plan. The Plan sponsor has taken measures to make a corrective contribution and to correct the underlying issue to prevent the error from recurring.

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Supplemental Schedule

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Schedule of Assets (Held at End of Year)**

EIN: 36-0922490

Plan Number: 010

Form 5500

December 31,

2005

(e)

**Current
Value at
December
31, 2005**

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value at December 31, 2005
*	CLARCOR Inc. Common Stock Fund	Company Common Stock	(a)	\$ 5,524,064
*	Vanguard Retirement Savings Trust	Common/Collective Trust	(a)	12,823,562
*	Vanguard Prime Money Market Fund	Mutual Fund	(a)	1,844,373
*	Vanguard Explorer Fund	Mutual Fund	(a)	2,290,993
*	Vanguard Wellington Fund	Mutual Fund	(a)	7,416,852
	Vanguard Intermediate Term Investment Grade	Mutual Fund	(a)	2,116,684
*	Vanguard Intermediate Term Treasury Fund	Mutual Fund	(a)	2,936,692
*	Vanguard 500 Index Fund	Mutual Fund	(a)	12,050,258
*	Vanguard Windsor II Fund	Mutual Fund	(a)	4,392,828
*	Vanguard U.S. Growth Fund	Mutual Fund	(a)	3,770,910
*	Vanguard International Growth Fund	Mutual Fund	(a)	2,323,122
*	Vanguard Small Cap Index Fund	Mutual Fund	(a)	1,558,284
*	Vanguard Mid Cap Index Fund	Mutual Fund	(a)	1,933,480
*	Vanguard Target Retirement Income Fund	Mutual Fund	(a)	13,314
*	Vanguard Target Retirement 2005 Fund	Mutual Fund	(a)	28,922
*	Vanguard Target Retirement 2015 Fund	Mutual Fund	(a)	397,339
*	Vanguard Target Retirement 2025 Fund	Mutual Fund	(a)	112,806
*	Vanguard Target Retirement 2035 Fund	Mutual Fund	(a)	125,195

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**CLARCOR 401(k) Plan
Schedule of Assets (Held at End of Year)**
EIN: 36-0922490
Plan Number: 010
Form 5500

December 31,

2005

				(e) Current Value at December 31, 2005
(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	
*	Vanguard Target Retirement 2045 Fund	Mutual Fund	(a)	\$ 23,459
*	Participant Loans	Loans to participants		2,062,009
				\$ 63,745,146

* Represents party-in-interest.

(a) The cost of participant-directed investments is not required to be disclosed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.
CLARCOR 401(k) Plan

By /s/ Richard M. Wolfson

Richard M. Wolfson
Vice President, General Counsel and Corporate Secretary
CLARCOR Inc.

Date 6-28-06