BLAIR CORP Form 4 January 20, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad ROWE MIC	Symbol	2. Issuer Name and Ticker or Trading Symbol BLAIR CORP [BL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction			(en	оск ин иррпсион	-)	
			Month/Day/Year) 1/18/2005				Director X Officer (give below)			
(Street) 4.			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
WARREN, I		· · · · · · · · · · · · · · · · · · ·	Filed(Month/Day/Year) Table I - Non-Derivative Securities Acc				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, 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. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D))	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/18/2005		A	675 <u>(1)</u>	A	\$0	9,700	D		

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

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

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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. Transactic Code (Instr. 8)	5. oriNumber 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. Pri Deriv Secui (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 17.1					(2)	04/16/2011	Common Stock	1,500	
Employee Stock Option (right to buy)	\$ 19.3					(3)	04/15/2012	Common Stock	4,134	
Employee Stock Option (right to buy)	\$ 23.6					<u>(4)</u>	04/15/2013	Common Stock	6,201	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

ROWE MICHAEL A
220 HICKORY STREET

WARREN, PA 16366

Vice President & CIO

Signatures

/s/ MICHAEL A. 01/18/2005

**Signature of Reporting Date
Person

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).

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- (1) The grant of 675 shares vests in five equal annual installments beginning on January 18, 2006.
- (2) The option of 4,500 shares vests in three equal annual installments beginning on April 16, 2002.
- (3) The option of 6,201 shares vests in three equal annual installments beginning on April 15, 2003.
- (4) The option of 6,201 shares vests in three equal annual installments beginning on April 15, 2004.

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.