

GARRETT J PATRICK

Form 4

February 01, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GARRETT J PATRICK

2. Issuer Name **and** Ticker or Trading  
Symbol  
CLECO CORP [CNL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

P.O. BOX 5000

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/28/2011

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

PINEVILLE, LA 71361-5000

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock,<br>\$1.00 par        |                                         |                                                             | Code                                 | V Amount (D) Price                                                         | 50,649.808 <sup>(1)</sup>                                                                                          | D                                                                    |                                         |

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  
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SEC 1474  
(9-02)

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

# Edgar Filing: GARRETT J PATRICK - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                                 | Date<br>Exercisable Expiration<br>Date                         | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares                              |
| Phantom<br>Stock                                    | (2)                                                                   | 01/28/2011                              |                                                             | A                                       | 1,898                                                                                                           | (2) (2)                                                        | Common<br>Stock,<br>\$1.00 par                                      | 1,898<br>(2)                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| GARRETT J PATRICK<br>P.O. BOX 5000<br>PINEVILLE, LA 71361-5000 | X                                |

## Signatures

Judy P. Miller, Atty-in-fact for J. Patrick  
Garrett 02/01/2011

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) Includes 84,263 shares acquired through the Cleco Corporation Dividend Reinvestment Plan on November 18, 2010.

The shares of phantom stock relate to shares of restricted stock granted under the Cleco Corporation Long-Term Incentive Compensation Plan. No separate value was exchanged for these shares. Except as expressly provided in the grant letter relating to these shares of restricted stock, such shares cannot be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of by the reporting person prior to January 28, 2017. The reporting person has elected to defer receipt of these shares of restricted stock under the Cleco Corporation Deferred Compensation Plan (the "Plan"). Each share of phantom stock is the economic equivalent of one share of Cleco Corporation common stock. Shares of phantom stock may be transferred by the reporting person into an alternative investment account in the Plan at any time pursuant to the terms and provisions of the Plan.

(3) Includes 8,144 shares of phantom stock (not subject to restrictions) related to dividend reinvestment on shares of phantom stock pursuant to the terms and provisions of the Plan. Includes (a) 1,064 shares of phantom stock subject to restrictions that lapse on July 22, 2011; (b) 2,228 shares of phantom stock subject to restrictions that lapse on January 27, 2012; (c) 1,846 shares of phantom stock subject to restrictions that lapse on January 26, 2013; (d) 2,140 shares of phantom stock subject to restrictions that lapse on January 25, 2014; (e) 2,544 shares of phantom stock subject to restrictions that lapse on January 30, 2015; (f) 2,149 shares of phantom stock subject to restrictions that lapse on January 29, 2016 and (g) 1,898 shares of phantom stock subject to restrictions that lapse on January 28, 2017.

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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