**CLECO CORP** Form 4 January 30, 2006

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

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

**SECURITIES** 

obligations may continue. See Instruction 1(b).

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 \* MARKS WILLIAM L

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

CLECO CORP [CNL]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

P.O. BOX 5000

(Last)

(City)

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

01/27/2006

X\_ Director 10% Owner Other (specify Officer (give title below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PINEVILLE, LA 71361-5000

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

(2)

Α

Common

Stock, 01/27/2006 \$1.00 par

Code V Amount (D) Price 2,228

 $A^{(1)}$ 

19,070

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

#### Edgar Filing: CLECO CORP - 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>Transactic<br>Code<br>(Instr. 8) | 5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D) |                     |                    | 7. Title a<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 a | int of<br>rlying | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|--|------------------|---|---|
|   |   |   |   | Code V                                 | (Instr. 3, 4, and 5)  (A) (D)   | Date<br>Exercisable | Expiration<br>Date | or<br>Title Nu<br>of   | umber            |   |   |

## **Reporting Owners**

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

#### **Signatures**

Judy P. Miller, Atty-in-fact for William L.

Marks

\*\*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) Shares granted under the Company's Long-Term Incentive Compensation Plan.
- (2) No value was exchanged for these shares.

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.

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