

CLECO CORP
Form 4
November 09, 2006

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 *
MOUNT JANICE M

(Last) (First) (Middle)
P.O. BOX 5000
(Street)

PINEVILLE, LA 71361-5000

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2006

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)
FORMER Assist Corp Secretary

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock, \$1 par | 11/08/2006 | | A ⁽¹⁾ | | 287 | A | \$ 0 | 2,505.7137 | D | |
| Common Stock, \$1 par | 11/08/2006 | | J ⁽²⁾ | | 3.636 | A | ③ | 2,509.3497 | D | |
| Common Stock, \$1 par | 11/08/2006 | | J ⁽⁴⁾ | | 4.0387 | A | ⑤ | 2,513.3884 | D | |
| Common Stock, \$1 par | 11/08/2006 | | J ⁽⁶⁾ | | 23.3606 | A | ⑤ | 2,536.749 | I | 401(k) |
| Convertible Preferred, Series of | 11/08/2006 | | J ⁽⁷⁾ | | 3.843 | A | ⑧ | 207.3279 | I | ESOP |

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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. SEC 1474 (9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOUNT JANICE M P.O. BOX 5000 PINEVILLE, LA 71361-5000 | | | FORMER Assist Corp Secretary | |

Signatures

Judy P. Miller, Atty-in-Fact for Janice M. Mount 11/09/2006

__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 awarded under the Company's Long-Term Incentive Compensation Plan upon termination of employment due to disability on 11/8/06.
- (2) Shares acquired through the Company's dividend reinvestment plan for the period 1/1/06 through 11/8/06.
- (3) \$22.19 - \$25.71
- (4) Shares acquired through the Company's Employee Stock Purchase Plan for the period 1/1/06 through 11/8/06.

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- (5) \$22.33 - \$25.24
- (6) Shares acquired through the Company's 401(k) from 1/1/06 through 11/8/06.
- (7) Allocation of shares under the Company's ESOP from 1/1/06 through 11/8/06.
- (8) \$214.37 - 242.30

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.