

CLECO CORP
Form 4
January 29, 2008

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 *
MILLER JUDY P

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corporate Secretary

P.O. BOX 5000

(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 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 | (A) or (D) | Price |
| Common Stock, \$1 par | 05/15/2007 | | G ⁽¹⁾ | | 80 | D | \$ 27.99 |
| Common Stock, \$1 par | 12/17/2007 | | G ⁽²⁾ | | 150 | D | \$ 27.11 |
| Common Stock, \$ par | 12/31/2007 | | J ⁽³⁾ | | 30.3465 | A | (4) 12,406.0369 |
| Common Stock, \$1 | 12/31/2007 | | J ⁽⁵⁾ | | 224.9836 | A | (4) 12,631.0205 |

| | | | | | | | | | |
|------------|------------|--|------------------|----------|---|------|-------------|-------|-----------|
| par | | | | | | | | | |
| Common | | | | | | | | | |
| Stock, \$1 | 01/25/2008 | | A ⁽⁶⁾ | 556 | A | \$ 0 | 13,187.0205 | D | |
| par | | | | | | | | | |
| Common | | | | | | | | | |
| Stock, \$1 | 01/25/2008 | | A ⁽⁷⁾ | 1,321 | A | \$ 0 | 14,508.0205 | D | |
| par | | | | | | | | | |
| Common | | | | | | | | | In trust |
| Stock, \$1 | 12/31/2007 | | J ⁽⁸⁾ | 155.5013 | A | (4) | 181.5261 | (9) I | for minor |
| par | | | | | | | | | child |

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.

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(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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER JUDY P P.O. BOX 5000 PINEVILLE, LA 71361-5000 | | | Corporate Secretary | |

Signatures

Judy P. Miller 01/29/2008

__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) Gift of shares to the reporting person's children and niece.
- (2) Gift of shares to the reporting person's children.
- (3) Shares acquired through the Company's dividend reinvestment plan during the period 5/9/07-12/31/07.
- (4) \$25.42 - \$27.80
- (5) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during the period 5/9/07-12/31/07.
- (6) Shares acquired under the Company's 2000 Long-Term Incentive Compensation Plan as the result of the Company's above-target performance during the three-year period ending December 31, 2007.

Performance shares granted under the Company's 2000 Long-Term Incentive Compensation Plan. Shares are subject to forfeiture, in whole or in part, based on the Company's performance during a three-year period beginning January 1, 2008 and ending December 31, 2010. For the 2008 - 2010 performance cycle, the Compensation Committee has established total shareholder return (defined as the

- (7) Company's common stock price appreciation plus dividends paid during the performance cycle) compared to companies in the S&P Small and MidCap Electric Utilities (GICS and NAICS) group as the performance goal. Dividends will be accrued quarterly during the performance cycle, are subject to forfeiture in whole or in part, and will be paid only after the final determination of performance and in proportion to the target shares.
- (8) Shares acquired by the reporting person's children through the Company's dividend reinvestment plan during 2007. Includes shares transferred by the reporting person on 5/15/07 and 12/17/07.
- (9) Total reflects the transfer of the reporting person's second son's shares to a non-custodial account. The reporting person disclaims beneficial ownership of shares owned by her second son.

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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