

Johnson William Keith Jr.  
 Form 4  
 July 17, 2009

**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 \*  
 Johnson William Keith Jr.

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)  
 2030 DONAHUE FERRY ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/15/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Acting VP - Cleco Midstream

PINEVILLE, LA 71360

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$1.00 par	07/15/2009		M		5,000 A <u>(1)</u>	17,892.1853 <u>(2)</u>	D
Common Stock, \$1.00 par	07/15/2009		S		5,000 D \$ 22.4	12,892.1853	D
Common Stock, \$1.00 par	07/16/2009		M		5,000 A <u>(3)</u>	17,892.1853	D
Common Stock,	07/16/2009		S		5,000 D \$ 22.6	12,892.1853	D

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\$1.00 par

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date		
Non-Qualified Stock Option	(1)	07/15/2009		X	V	(A) 5,000	(D)	07/23/2004 07/23/2009	Common Stock, \$1.00 par	5,000
Non-Qualified Stock Option	(3)	07/16/2009		X	V	(A) 5,000	(D)	07/23/2004 07/23/2009	Common Stock, \$1.00 par	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson William Keith Jr. 2030 DONAHUE FERRY ROAD PINEVILLE, LA 71360			Acting VP - Cleco Midstream	

## Signatures

Judy P. Miller, Atty-in-Fact for William Keith Johnson, Jr. 07/17/2009

\_\_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).

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- (1) 3,000 shares @ \$16.125; 2,000 shares @ \$19.205.
- (2) Total includes 73.393 shares acquired through the Company's 401(k) from 5/7/09 through 6/30/09.
- (3) 4,667 shares @ \$19.205; 333 shares @ \$20.355.
- (4) Right to buy granted under the Company's 1990 Long-Term Incentive Compensation Plan.

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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