

CLECO CORP
Form 4
January 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
NOLEN KATHLEEN F

(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)
12/31/2007

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)
Senior Vice President & CFO

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	(A) or (D)	Price			
Common Stock, \$1 par	12/31/2007		J ⁽¹⁾		392.4199	A	②	33,489.4914	D	
Common Stock, \$1 par	12/31/2007		J ⁽³⁾		233.3349	A	②	33,722.8263	D	
Common Stock, \$1 par	12/31/2007		F ⁽⁴⁾		475	D	⑤	33,247.8263	D	
Common Stock, \$1	12/31/2007		J ⁽¹⁾⁽³⁾		155.6379	A	②	3,460.2356	I	Held by reporting

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- (2) \$25.42 - \$27.80
- (3) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during the period 6/1/07 - 12/31/07.
- (4) Payment of tax liability by withholding securities incident to the receipt of shares granted under the Company's 2000 Long-Term Incentive Compensation Plan for which restrictions lapsed 12/31/2007.
- (5) The number of shares withheld was based on the closing price of the Company's common stock on 12/31/2007 (\$27.80).

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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