

CADORIA SHERIAN G
 Form 4
 November 09, 2011

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 *
 CADORIA SHERIAN G

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)
 P.O. BOX 5000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/08/2011

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

PINEVILLE, LA 71361-5000

(City) (State) (Zip)

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

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	11/08/2011		M		10,000	A	14,033
Common Stock, \$1.00 par	11/08/2011		S		10,000	D	4,033

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Phantom Stock	(3)					(3) (3)	Common Stock, \$1.00 par	(3)
Outside Director Stock Option (5)	\$ 18.125	11/08/2011		X	2,500	07/19/2002 07/19/2012	Common Stock, \$1.00 par	2,500
Outside Director Stock Option (5)	\$ 16.25	11/08/2011		X	2,500	07/25/2003 07/25/2013	Common Stock, \$1.00 par	2,500
Outside Director Stock Option (5)	\$ 17.75	11/08/2011		X	5,000	04/23/2004 04/23/2014	Common Stock, \$1.00 par	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CADORIA SHERIAN G P.O. BOX 5000 PINEVILLE, LA 71361-5000	X			

Signatures

Judy P. Miller, Atty-in-fact for Sherian G.
Cadoria

11/09/2011

**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) 2,500 shares at \$18.1250, 2,500 shares at \$16.2500 and 5,000 shares at \$17.7500.

(2) 6,000 shares at \$36.56, 3,000 shares at \$36.57 and 1,000 shares at \$36.59.

Shares of phantom stock held pursuant to the terms and provisions of the Cleco Corporation Deferred Compensation Plan (the "Plan").

(3) The reporting person has elected to defer receipt of these shares under the Plan. Each share of phantom stock is the economic equivalent of one share of Cleco Corporation common stock.

Includes 2,995 shares of phantom stock (not subject to restrictions) related to dividend reinvestment on shares of phantom stock pursuant to the terms and provisions of the Plan. Includes (a) 2,228 shares of phantom stock subject to restrictions that lapse on January 27, 2012;

(4) (b) 1,846 shares of phantom stock subject to restrictions that lapse on January 26, 2013; (c) 2,140 shares of phantom stock subject to restrictions that lapse on January 25, 2014; (d) 2,544 shares of phantom stock subject to restrictions that lapse on January 30, 2015; (e) 2,149 shares of phantom stock subject to restrictions that lapse on January 29, 2016 and (f) 1,898 shares of phantom stock subject to restrictions that lapse on January 28, 2017.

(5) Right to buy granted under the Company's 2000 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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