IBERIABANK CORP

Form 4

February 22, 2016

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ARDOIN ELIZABETH A		_	2. Issuer Name and Ticker or Trading Symbol IBERIABANK CORP [IBKC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
200 WEST CO	NGRESS S	STREET	(Month/Day/Year) 02/18/2016	Director 10% Owner X Officer (give title Other (specify below) SR EXECUTIVE VICE PRESIDENT			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LAFAYETTE,	LA 70501		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Secu	ırities	Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities on Disposed (Instr. 3, 4 and	of (D) nd 5) (A) or	` ^	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)
COMMON STOCK	02/19/2016		Code V D	Amount 223	(D)	Price \$ 47.73	17,753	D	
COMMON STOCK	02/19/2016		M(1)	715.4443	A	<u>(2)</u>	18,468	D	
COMMON STOCK	02/19/2016		D <u>(1)</u>	715.4443	D	\$ 47.73	17,753	D	
COMMON STOCK	02/20/2016		M(4)	818	A	<u>(5)</u>	18,571	D	
COMMON STOCK	02/20/2016		D(4)	818	D	\$ 47.73	17,753	D	

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COMMON 02/18/2016 STOCK	A	2,281 (7)	A	\$ 0	20,034	D	
COMMON					1,392	I	BY 401K

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.

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

1. Title of Derivative Security	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if			ve Securities	6. Date Exercise Expiration Date 2016	7. Tit Unde	
(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	(Instr. 8)	Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
PHANTOM STOCK	<u>(2)</u>	02/19/2016		M(3)	(-1)	715.4443	02/19/2016	02/19/2016	COI ST
PERFORMANCE UNITS	<u>(5)</u>	02/20/2016		M <u>(6)</u>		818	02/20/2016	02/20/2016	COI ST
STOCK OPTIONS	\$ 47.35	02/18/2016		A	4,353		02/18/2017	02/18/2026	COI

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ARDOIN ELIZABETH A 200 WEST CONGRESS STREET LAFAYETTE, LA 70501

SR EXECUTIVE VICE PRESIDENT

Signatures

STOCK

ELIZABETH A. 02/22/2016 ARDOIN

**Signature of Reporting Date
Person

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).

Reporting Owners 2

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- (1) SETTLEMENT OF PHANTOM STOCK.
- (2) EACH SHARE OF PHANTOM STOCK IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF IBKC COMMON STOCK.
- (3) PAYMENT OF CASH IN SETTLEMENT OF PHANTOM STOCK.
 - SETTLEMENT OF PERFORMANCE UNITS. THE CASH-SETTLED PERFORMANCE UNITS WERE DISTRIBUTED TO THE
- (4) REPORTING PERSON AFTER THE ACHIEVEMENT OF PRE-DETERMINED PERFORMANCE MEASURES OVER A 1-YEAR PERIOD.
- (5) EACH PERFORMANCE UNIT IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF IBKC COMMON STOCK.
- (6) PAYMENT OF CASH IN SETTLEMENT OF PERFORMANCE UNITS.
- (7) GRANT OF RESTRICTED STOCK AWARDS VIA ISSUER'S 2010 STOCK INCENTIVE PLAN, WILL VEST EQUALLY OVER A 3-YEAR PERIOD COMMENCING WITH THE FIRST ANNIVERSARY OF THE DATE OF THE GRANT.
- (8) STOCK OPTIONS, AWARDED VIA ISSUER'S 2010 STOCK INCENTIVE PLAN, WILL VEST OVER A 3-YEAR PERIOD COMMENCING ON THE FIRST ANNIVERSARY OF THE DATE OF GRANT AT 33.33% PER YEAR.

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.