WALKER WILLIAM H JR

Form 4

February 01, 2005

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WALKER WILLIAM H JR Symbol CLECO CORP [CNL]

(Middle)

(Zip)

Issuer

P.O. BOX 5000

(Last)

(City)

\$1.00 par

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

X_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

01/31/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

PINEVILLE, LA 71361-5000

(First)

(Street)

(State)

(,)	(21111)	Tabl	e I - Non-L	erivative	Secui	rities Acqu	irea, Disposea of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Monui/Day/Tear)	any	Code	· / /			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)
					(A)		Reported Transaction(s)	(Instr. 4)	(msu. 1)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock,	01/31/2005		A <u>(1)</u>	604	A	\$ 19.875	81,902.674	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other		
WALKER WILLIAM H JR						
P. O. BOX 5000	X					
PINEVILLE, LA 71361-5000						

Signatures

Judy P. Miller, Atty-in-fact for William H. 02/01/2005 Walker, Jr.

**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) The reporting person has elected to receive his compensation as a member of the Company's Board of Directors in the form of Company stock. The reporting person also has elected to defer receipt of these shares under the Company's Deferred 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. 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.

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