CLECO CORP

Form 4

November 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **MOUNT JANICE M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

(Street)

CLECO CORP [CNL]

(Check all applicable)

P.O. BOX 5000

3. Date of Earliest Transaction

(Month/Day/Year) 11/08/2006

Filed(Month/Day/Year)

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

below)

FORMER Assist Corp Secretary

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

PINEVILLE, LA 71361-5000

(City)	(State) (Zi	p) Table 1	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	11/08/2006		Code V $A_{(1)}$	Amount 287	(D)	Price \$ 0	(Instr. 3 and 4) 2,505.7137	D		
Stock, \$1 par Common Stock, \$1 par	11/08/2006		J(2)	3.636	A	(3)	2,509.3497	D		
Common Stock, \$1 par	11/08/2006		J <u>(4)</u>	4.0387	A	<u>(5)</u>	2,513.3884	D		
Common Stock, \$1 par	11/08/2006		<u>J(6)</u>	23.3606	A	<u>(5)</u>	2,536.749	I	401(k)	
Convertible Preferred, Series of	11/08/2006		<u>J(7)</u>	3.843	A	<u>(8)</u>	207.3279	I	ESOP	

1991

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

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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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MOUNT JANICE M FORMER
P.O. BOX 5000 Assist Corp
PINEVILLE, LA 71361-5000 Secretary

Signatures

Judy P. Miller, Atty-in-Fact for Janice M.
Mount

11/09/2006

**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) Shares awarded under the Company's Long-Term Incentive Compensation Plan upon termination of employment due to disability on 11/8/06.
- (2) Shares acquired through the Company's dividend reinvestment plan for the period 1/1/06 through 11/8/06.
- (3) \$22.19 \$25.71
- (4) Shares acquired through the Company's Employee Stock Purchase Plan for the period 1/1/06 through 11/8/06.

Reporting Owners 2

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- **(5)** \$22.33 \$25.24
- (6) Shares acquired through the Company's 401(k) from 1/1/06 through 11/8/06.
- (7) Allocation of shares under the Company's ESOP from 1/1/06 through 11/8/06.
- **(8)** \$214.37 242.30

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.