

HALL JEFFREY W
Form 4
January 30, 2012

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 *
HALL JEFFREY W

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

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2012

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

Sr Vice President

(Street)

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

PINEVILLE, LA 71361-5000

(City) (State) (Zip)

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 par	01/27/2012		A ⁽¹⁾	1,548 A <u>(2)</u>	52,132.7786 <u>(3)</u>	D	
Common Stock, \$1 par	01/27/2012		A ⁽⁴⁾	4,135 A <u>(2)</u>	56,267.7786	D	
Common Stock, \$1 par	01/27/2012		F ⁽⁵⁾	106 D <u>(6)</u>	56,161.7786	D	

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

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forfeiture in whole or in part, and will be paid only after the final determination of performance and in proportion to the target shares.

- (5) Payment of tax liability by withholding securities incident to the receipt of shares granted under the Company's 2010 Long-Term Incentive Compensation Plan for which restrictions lapsed 01/27/2012.
- (6) The number of shares withheld was based on the closing price of the Company's common stock on 01/27/2012 (\$38.19).

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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