

CLECO CORP
Form 4
February 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FONTENOT WILLIAM G

(Last) (First) (Middle)

P.O. BOX 5000

(Street)

PINEVILLE, LA 71361-5000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CLECO CORP [CNL]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, \$1 par | 01/31/2014 | | A ⁽¹⁾ | | 4,004 | A | <u>(2)</u> 58,070.2774 <u>(3)</u> | D | |
| Common Stock, \$1 par | 01/31/2014 | | F ⁽⁴⁾ | | 3,449 | D | <u>(2)</u> 54,621.2774 | D | |
| Common Stock, \$1 par | 01/31/2014 | | A ⁽⁵⁾ | | 4,077 | A | <u>(2)</u> 58,698.2774 | D | |
| Common Stock, \$1 | 12/31/2013 | | J ⁽⁶⁾ | | 136.9211 | A | <u>(7)</u> 4,542.3342 | I | In trusts for minor |

Edgar Filing: CLECO CORP - Form 4

- (4) Payment of tax liability by withholding securities incident to the receipt of shares awarded under the Company's 2010 Long-Term Incentive Compensation Plan for the three-year performance period ending December 31, 2013.

Performance shares granted under the Company's 2010 Long-Term Incentive Compensation Plan. Shares are subject to forfeiture, in whole or in part, based on the Company's performance during a three-year period beginning January 1, 2014 and ending December 31,

- (5) 2016. For the 2014 - 2016 performance cycle, the Compensation Committee has established total shareholder return (defined as the Company's common stock price appreciation plus dividends paid during the performance cycle) compared to companies in a peer group also selected by the Committee as the performance goal. Dividends will be accrued quarterly during the performance cycle, are subject to forfeiture in whole or in part, and will be paid only after the final determination of performance and in proportion to the target shares.
- (6) Shares acquired through the Company's dividend reinvestment plan during 2013.
- (7) \$43.78 - \$48.01

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.