BAUSEWINE GEORGE W

Form 4

March 01, 2012

FORM 4

Check this box

if no longer

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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January 31,

Section 16. 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

1(b).

par

(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 **BAUSEWINE GEORGE W** Issuer Symbol CLECO CORP [CNL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify P.O. BOX 5000 02/29/2012 below) below) President & COO-Cleco Power (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PINEVILLE, LA 71361-5000 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Common 77,048.6084 $F^{(1)}$ D Stock, \$1 <u>(2)</u> 02/29/2012 267 D (3) par Common Stock, \$1 02/29/2012 $D^{(4)}$ 11.425 D \$0 65,623,6084 D

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities Acquired		e		Securit	ties	(Instr. 5)	Bene
		Derivative							(Instr.	3 and 4)		Owne
		Security										Follo
		•				(A) or						Repo
						Disposed						Trans
					of (D) (Instr. 3,							(Instr
						4, and 5)						
										A manust		
										Amount		
							Exercisable Date	Expiration Date	Title	or Namel		
										Number		
					C-1- V	(A) (D)				of		
					Coue v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

BAUSEWINE GEORGE W President & P.O. BOX 5000 COO-Cleco PINEVILLE, LA 71361-5000 Power

Signatures

Julia E. Callis, Attorney-in-Fact for George W. 03/01/2012 Bausewine

> **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).
- Payment of tax liability by withholding securities incident to the receipt of shares granted under the Company's 2010 Long-Term **(1)** Incentive Compensation Plan for which restrictions lapsed 2/29/2012.
- The number of shares withheld was based on the closing price of the Company's common stock on 2/29/2012 (\$38.48).
- Total includes 75.8339 shares acquired through contributions and/or reinvestment of dividends under the Company's 401(k) plan during (3) 2012.
- Forfeiture of performance shares granted under the Company's 2010 Long-Term Incentive Compensation Plan as a result of the reporting person's retirement from the Company on 3/1/2012.

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.

Reporting Owners 2