

CLECO CORP

Form 4

November 06, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEGURA MARK H

(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)
03/17/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

FORMER Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, \$1 par	03/17/2006		M	9,400	A \$ 16.125	30,953.919	D
Common Stock, \$1 par	03/17/2006		S	9,400	D <u>(1)</u>	21,553.919	D
Common Stock, \$1 par	10/07/2006		A ⁽²⁾	1,944	A \$ 0	23,547.919	D
Common Stock, \$1	10/07/2006		J ⁽³⁾	175.9805	A <u>(4)</u>	23,723.8995	I 401(k)

par

Convertible Preferred, Series of 1991	10/07/2006	J ⁽⁵⁾	27.8394	A	<u>(6)</u>	365.9799	I	ESOP
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 16.125	03/17/2006		X		9,400		07/23/2004	07/23/2009	Common Stock, \$1 par	9,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SEGURA MARK H P.O. BOX 5000 PINEVILLE, LA 71361-5000	FORMER Vice President

Signatures

Judy P. Miller, Atty-in-Fact for Mark H. Segura 11/06/2006

__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) 4500 shares @ \$21.70; 300 shares @ \$21.71; 2000 shares @ \$21.72; 100 shares @ 21.73; 1500 shares @ \$21.76; 900 shares @ \$21.77; and 100 shares @ \$21.78
- (2) Shares awarded under the Company's Long-Term Incentive Compensation Plan at employee's death on 10/7/06.
- (3) Shares acquired through the Company's 401(k) plan from 1/1/06 through death on 10/7/06.
- (4) \$22.33 - \$25.24
- (5) Allocation of shares under the Company's ESOP from 1/1/06 through death on 10/7/06.
- (6) \$214.37 - \$242.30
- (7) Right to buy granted under the Company's Long-Term Incentive 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.

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