

IBERIABANK CORP
Form 4
February 21, 2013

FORM 4

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

OMB APPROVAL

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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 *
DAVIS JOHN R

(Last) (First) (Middle)
200 WEST CONGRESS STREET
(Street)

LAFAYETTE, LA 70501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IBERIABANK CORP [IBKC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2013

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 EXECUTIVE 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 (D) Price			
COMMON STOCK	02/19/2013		A	5,013 (1)	A \$ 0 71,307	D	
COMMON STOCK					7,033	I	BY 401(K)
COMMON STOCK					3,125	I	BY 401(K) PUTNAM

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

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number.

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 Acquired (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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
STOCK OPTIONS	\$ 52.36	02/19/2013		A	3,409 (2)	02/19/2014 02/19/2023	COMMON STOCK	3,409
PHANTOM STOCK	\$ 0	02/19/2013		A	4,011 (3)	(4) (4)	COMMON STOCK	4,011

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS JOHN R 200 WEST CONGRESS STREET LAFAYETTE, LA 70501			SR EXECUTIVE VICE PRESIDENT	

Signatures

JOHN R. DAVIS
02/21/2013

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) GRANT OF RESTRICTED STOCK AWARDS VIA ISSUER'S 2010 STOCK INCENTIVE PLAN, WILL VEST EQUALLY OVER A 5-YEAR PERIOD COMMENCING WITH THE FIRST ANNIVERSARY OF THE DATE OF THE GRANT.
 - (2) STOCK OPTIONS, AWARDED VIA ISSUER'S 2010 STOCK INCENTIVE PLAN, WILL VEST OVER A 5-YEAR PERIOD COMMENCING ON THE FIRST ANNIVERSARY OF THE DATE OF GRANT AT ONE FIFTH PER YEAR.
 - (3) SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH UPON VESTING.
 - (4) GRANT OF PHANTOM STOCK, WILL VEST EQUALLY OVER A 5-YEAR PERIOD COMMENCING WITH THE SECOND ANNIVERSARY OF THE DATE OF THE AWARD.

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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