

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
SEC Accession No. [0000933141-13-000020](#)

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ISSUER

IBERIABANK CORP

CIK: [933141](#) | IRS No.: **721280718** | State of Incorp.: **LA** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Mailing Address
*200 WEST CONGRESS
STREET
LAFAYETTE LA 70501*

Business Address
*200 WEST CONGRESS
STREET
LAFAYETTE LA 70501
337-521-4788*

REPORTING OWNER

BROWN MICHAEL J

CIK: [1280417](#)
Type: **5** | Act: **34** | File No.: [000-25756](#) | Film No.: **13551526**

Mailing Address
*200 WEST CONGRESS
STREET
LAFAYETTE LA 70501*

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Expires: 02/28/2011
Estimated average burden hours per response 1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person BROWN MICHAEL J			2. Issuer Name and Ticker or Trading Symbol IBERIABANK CORP [IBKC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			VICE CHAIRMAN		
200 WEST CONGRESS STREET			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
LAFAYETTE, LA 70501								
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
COMMON STOCK							111,899	D	
COMMON STOCK							3,748	I	BY 401(K)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
STOCK OPTIONS	\$45.6						04/29/2005	04/29/2014	COMMON STOCK	20,000	20,000	D	
STOCK OPTIONS	\$47.488						03/21/2006	03/21/2015	COMMON STOCK	13,871	13,871	D	
STOCK OPTIONS	\$57.66						03/03/2007	03/03/2016	COMMON STOCK	11,556	11,556	D	

STOCK OPTIONS	\$56.42					01/29/2008	01/29/2017	COMMON STOCK	6,600		6,600	D	
STOCK OPTIONS	\$57.31					02/26/2008	02/26/2017	COMMON STOCK	5,358		5,358	D	
STOCK OPTIONS	\$54.43					12/29/2010	12/29/2019	COMMON STOCK	7,500		7,500	D	
STOCK OPTIONS	\$60.1					05/04/2011	05/04/2020	COMMON STOCK	4,598		4,598	D	
STOCK OPTIONS	\$55.64					03/10/2012	03/10/2021	COMMON STOCK	1,598		1,598	D	
STOCK OPTIONS	\$52.33					02/22/2013	02/22/2022	COMMON STOCK	2,700		2,700	D	

Signatures

MICHAEL J. BROWN

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.