

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2003-12-31**

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### REPORTING OWNER

#### **CROWELL RICHARD B**

CIK: **1186062**

Type: **5** | Act: **34** | File No.: **001-15759** | Film No.: **04589299**

Mailing Address

*PINEVILLE GENERAL OFFICE  
2030 DONAHUE FERRY RD  
PO BOX 5000  
PINEVILLE LA 71361-5000*

### ISSUER

#### **CLECO CORP**

CIK: **1089819** | IRS No.: **721445282** | State of Incorporation: **LA** | Fiscal Year End: **1231**

SIC: **4911** Electric services

Mailing Address

*PO BOX 5000  
PINEVILLE LA 71361-5000*

Business Address

*2020 DONAHUE FERRY ROAD  
PINEVILLE LA 71360-5226  
3184847400*

# FORM 5

## 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).

Form 3 Holdings Reported

Form 4 Transactions Reported

### 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<br><b>CROWELL RICHARD B</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>CLECO CORP [CNL]</b>            |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input 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)<br><b>12/31/2003</b> |  |  |   |  |  |
| P.O. BOX 5000   |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                              |  |  | 6. Individual or Joint/Group Reporting<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person  |  |  |
| (Street)<br><b>PINEVILLE, LA 71361-5000</b>                         |         |          |   |  |  |   |  |  |
| (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, \$1 par           | 12/05/2003                           |  | J4 (1)                         | 1,500   | D          | \$ (2) | 63,706 (3)   | D  |   |

**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 |   |  |  |  |  |
|  |  |                                      |  |                                |   |     |  |                 |   |  |  |  |  |

**Explanation of Responses:**

- Gift to reporting person's daughter-in-law.
- No value was exchanged for these shares.
- Does not include: 10000 shares held by the reporting person's wife; 8319 shares held in trust for the benefit of the reporting person's son and daughter; 22439 shares held in trust for the benefit of the reporting person's son; 22344 shares held in trust for the benefit of the reporting person's daughter; 32266 shares held by the reporting person's son; 35196 shares held by the reporting person's daughter; and 4500 shares held by the reporting person's daughter-in-law.

## Signatures

Judy P. Miller, Atty-in-Fact for Richard B. Crowell

\*\* Signature of Reporting Person

02/12/2004

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.**