

# 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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### 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*

### REPORTING OWNER

#### **FONTENOT WILLIAM G**

CIK: **1186069**  
Type: **5** | Act: **34** | File No.: **001-15759** | Film No.: **04589753**

#### Mailing Address

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

# 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 <b>FONTENOT WILLIAM G</b>			2. Issuer Name and Ticker or Trading Symbol <b>CLECO CORP [CNL]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>General Manager</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2003</b>			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		
P.O. BOX 5000			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <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	02/03/2003		J4 (1)	10.717	A	\$ (2)	17,473.612	D	
Common Stock, \$1 par	11/17/2003		J4 (1)	184.076	A	\$ (2)	3,145.35	I	In trust for minor children
Common Stock, \$1 par	12/31/2003		J4 (3)	156.1161	A	\$ (4)	1,367.0496	I	401(k)
Convertible Preferred, Series of 1991	12/31/2003		J4 (5)	77.7925	A	\$ (6)	488.9265	I	ESOP

**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:

1. Reinvestment of dividends under the Company's dividend reinvestment plan.

2. Share values ranged from \$11.972 to \$16.676.
3. Contributions and/or reinvestment of dividends under the Company's 401(k) plan.
4. Share values ranged from \$12.55 to \$17.98.
5. Allocation of shares under the Company's ESOP.
6. Share values ranged from \$120.48 to \$172.61.

### Signatures

Judy P. Miller, Atty-in-Fact for William G. Fontenot

\*\* 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.**