

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

MILLER JUDY P

CIK: **1186054**

Type: **4** | Act: **34** | File No.: **001-15759** | Film No.: **13551462**

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
2030 DONAHUE FERRY
ROAD
PINEVILLE LA 71360-5226
3184847400

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 MILLER JUDY P			2. Issuer Name and Ticker or Trading Symbol CLECO CORP [CNL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr Vice President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			
P.O. BOX 5000						
(Street) PINEVILLE, LA 71361-5000			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(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 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	(A) or (D)	Price			
Common Stock, \$1 par	08/03/2012		G	(1)	155	D	\$42.72	28,368.6366	D	
Common Stock, \$1 par	12/17/2012		G	(1)	155	D	\$40.74	28,213.6366	D	
Common Stock, \$1 par	01/24/2013		A	(2)	615	A	(3)	28,990.9571 (4)	D	
Common Stock, \$1 par	01/24/2013		A	(5)	5,062	A	(3)	34,052.9571	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)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Gift of shares to reporting person's children and grandson.
2. Shares acquired under the Company's 2010 Long-Term Incentive Compensation Plan as the result of the Company's above-target performance during the three-year period ending December 31, 2012.
3. No value was exchanged for these shares.
4. Total includes 133.3697 shares acquired through contributions and/or reinvestment of dividends under the Company's 401(k) plan and 28.9508 shares acquired through the Company's dividend reinvestment plan during 2012.
5. Performance shares granted under the Company's 2010 Long-Term Incentive Compensation Plan. Shares are subject to forfeiture, in whole or in part, based on the Company's performance during a three-year period beginning January 1, 2013 and ending December 31, 2015. For the 2013 - 2015 performance cycle, the Compensation Committee has established total shareholder return (defined as the Company's common stock price appreciation plus dividends paid during the performance cycle) compared to companies in a peer group also selected by the Committee as the performance goal. Dividends will be accrued quarterly during the performance cycle, are subject to forfeiture in whole or in part, and will be paid only after the final determination of performance and in proportion to the target shares.

Signatures

[Julia E. Callis, Attorney-in-Fact for Judy P. Miller](#)

** 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.