

NOLEN KATHLEEN F

Form 4

January 04, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOLEN KATHLEEN F

2. Issuer Name **and** Ticker or Trading
Symbol
CLECO CORP [CNL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

P.O. BOX 5000

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Senior Vice President & CFO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PINEVILLE, LA 71361-5000

(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)
Common Stock, \$1 par	12/31/2006		J ⁽¹⁾	339.8429 A <u>(2)</u>	20,781.9565	D	
Common Stock, \$1 par	12/31/2006		J ⁽³⁾	269.02 A <u>(4)</u>	21,050.9765	D	
Convertible Preferred, Series of 1991	12/31/2006		J ⁽⁵⁾	38.3638 A <u>(6)</u>	632.6267	I	ESOP
	12/31/2006		F ⁽⁷⁾	529 D <u>(8)</u>	20,521.9765	D	

Edgar Filing: NOLEN KATHLEEN F - Form 4

Common
Stock, \$1
par

Common
Stock, \$1
par

12/31/2006

J⁽¹⁾⁽³⁾

195.7548

A

(2)
(4)

1,400.1414

I

Held by
reporting
person's
husband

Convertible
Preferred,
Series of
1991

12/31/2006

J⁽⁵⁾

4.7886

A

(6)

191.0085

I

Husband's
ESOP

Common
Stock, \$1
par

12/31/2006

J⁽¹⁾

4.2427

A

(2)

118.5237

I

In trusts
for minor
children

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

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 control number.

SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Nu
---	--	---	---	--------------------------------------	--	--	---	---	-------

Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOLEN KATHLEEN F
P.O. BOX 5000
PINEVILLE, LA 71361-5000

Senior Vice President & CFO

Signatures

Judy P. Miller, Atty-in-Fact for Kathleen F.
Nolen

01/04/2007

__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) Shares acquired through the Company's dividend reinvestment plan during 2006.
- (2) \$21.55 - \$25.82
- (3) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during 2006.
- (4) \$22.33 - \$25.24
- (5) Allocation of shares under the Company's ESOP.
- (6) \$214.37 - \$242.30
- (7) Payment of tax liability by withholding securities incident to the receipt of shares granted under the Company's 2000 Long-Term Incentive Compensation Plan for which restrictions lapsed 12/31/2006.
- (8) The number of shares withheld was based on the closing price of the Company's common stock on 12/29/2006 (\$25.23).

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

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