

CLECO CORP  
Form 4  
January 29, 2008

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/25/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Corporate Secretary

P.O. BOX 5000

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 par	05/15/2007		G <sup>(1)</sup>		80	D	\$ 27.99
Common Stock, \$1 par	12/17/2007		G <sup>(2)</sup>		150	D	\$ 27.11
Common Stock, \$ par	12/31/2007		J <sup>(3)</sup>		30.3465	A	(4) 12,406.0369
Common Stock, \$1	12/31/2007		J <sup>(5)</sup>		224.9836	A	(4) 12,631.0205

par									
Common									
Stock, \$1	01/25/2008		A <sup>(6)</sup>	556	A	\$ 0	13,187.0205	D	
par									
Common									
Stock, \$1	01/25/2008		A <sup>(7)</sup>	1,321	A	\$ 0	14,508.0205	D	
par									
Common									In trust
Stock, \$1	12/31/2007		J <sup>(8)</sup>	155.5013	A	(4)	181.5261	(9) I	for minor
par									child

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER JUDY P P.O. BOX 5000 PINEVILLE, LA 71361-5000			Corporate Secretary	

## Signatures

Judy P. Miller                      01/29/2008  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Gift of shares to the reporting person's children and niece.
- (2) Gift of shares to the reporting person's children.
- (3) Shares acquired through the Company's dividend reinvestment plan during the period 5/9/07-12/31/07.
- (4) \$25.42 - \$27.80
- (5) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during the period 5/9/07-12/31/07.
- (6) Shares acquired under the Company's 2000 Long-Term Incentive Compensation Plan as the result of the Company's above-target performance during the three-year period ending December 31, 2007.

Performance shares granted under the Company's 2000 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, 2008 and ending December 31, 2010. For the 2008 - 2010 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 the S&P Small and MidCap Electric Utilities (GICS and NAICS) group 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.

- (7) Company's common stock price appreciation plus dividends paid during the performance cycle) compared to companies in the S&P Small and MidCap Electric Utilities (GICS and NAICS) group 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.
- (8) Shares acquired by the reporting person's children through the Company's dividend reinvestment plan during 2007. Includes shares transferred by the reporting person on 5/15/07 and 12/17/07.
- (9) Total reflects the transfer of the reporting person's second son's shares to a non-custodial account. The reporting person disclaims beneficial ownership of shares owned by her second son.

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

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