#### **BAUSEWINE GEORGE W**

Form 4

January 30, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person \* **BAUSEWINE GEORGE W** 

(First) (Middle)

P.O. BOX 5000

(Last)

(Street)

2. Issuer Name and Ticker or Trading Symbol

CLECO CORP [CNL]

3. Date of Earliest Transaction

(Month/Day/Year) 01/27/2006

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

Senior Vice President

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) (Z	ip) Table	I - Non-De	rivative Sec	urities	s Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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	12/31/2005		J <u>(1)</u>	216.896	A	<u>(2)</u>	16,435.0652	D	
Convertible Preferred, Series of 1991	12/31/2005		J <u>(3)</u>	47.1573	A	<u>(4)</u>	481.4501	I	ESOP
Common Stock, \$1 par	01/27/2006		A(5)	1,552	A	\$0	17,987.0652	D	
Common Stock, \$1 par	01/27/2006		A(6)	2,795	A	\$0	20,782.0652	D	

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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	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exerci	sable and	7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired					
	Derivative				(A) or				
	Security			Disposed of					
				(D)					
				(Instr. 3, 4,					
					and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number of
				Code V	(A) (D)				Shares
Dhantam								Common	
Phantom Stock (7)	<u>(8)</u>	01/27/2006		A	2,795	12/31/2008	12/31/2008	Stock, \$1	2,795
Stock (1)								par	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAUSEWINE GEORGE W P.O. BOX 5000 PINEVILLE, LA 71361-5000

Senior Vice President

### **Signatures**

Judy P. Miller, Atty-in-Fact for George W. Bausewine

01/30/2006

Date

\*\*Signature of 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) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during 2005.
- **(2)** \$20.85 \$23.58
- (3) Allocation of shares under the Company's ESOP.
- **(4)** \$200.16 \$226.37

**(5)** 

Reporting Owners 2

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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, 2005.

- Performance shares granted under the Company's 2000 Long-Term Incentive Compensation Plan. Shares are subject to forfeiture, in (6) whole or in part, based on the Company's performance on pre-determined goals during a three-year period beginning January 1, 2006 and ending December 31, 2008.
- Common stock equivalent units allocated under the Company's 2000 Long-Term Incentive Compensation Plan. Units are subject to (7) forfeiture, in whole or in part, based on the Company's performance on pre-determined goals during a three-year period beginning January 1, 2006 and ending December 31, 2008.
- (8) Each unit is the economic equivalent of one share of Cleco common stock.

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.