

CROWELL RICHARD B
Form 4
March 31, 2010

FORM 4

**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).

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 *
CROWELL RICHARD B

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2010

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

PINEVILLE, LA 71361-5000

(City) (State) (Zip)

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

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, \$1.00 par | | | | (A) Amount Price | 32,574 ⁽¹⁾ | D | |
| Common Stock, \$1.00 par | | | | (A) Amount Price | 61,476 | I | By LLC |
| Common Stock, \$1.00 par | | | | (A) Amount Price | 10,000 | I | By spouse |
| Common Stock, \$1.00 par | 03/30/2010 | | P | 6,900 A \$ 26.75 | 6,900 ⁽²⁾ | I | By Rebecca T. Hemenway |

| | | | | | | | | |
|--------------------------------|------------|---|-------|---|---------------|----------------------|---|--|
| Common Stock, \$1.00 par | 03/31/2010 | P | 1,300 | A | \$ 26.7576 | 1,300 ⁽²⁾ | I | trust By Rebecca T. Hemenway GST trust |
|--------------------------------|------------|---|-------|---|---------------|----------------------|---|--|

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.

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(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 Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROWELL RICHARD B P.O. BOX 5000 PINEVILLE, LA 71361-5000 | | X | | |

Signatures

| | |
|--|------------|
| Judy P. Miller, Atty-in-fact for Richard B. Crowell | 03/31/2010 |
| **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) Does not include the following shares which Mr. Crowell disclaims beneficial ownership of: 8,319 shares held in trust for the benefit of the reporting person's son and daughter; 22,439 shares held in trust for the benefit of the reporting person's son; 22,344 shares held in trust

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for the benefit of the reporting person's daughter; 31,266 shares held by the reporting person's son; 1,000 shares held in trust for the benefit of the reporting person's grandson; 35,196 shares held by the reporting person's daughter; 8,090 shares held by the reporting person's daughter-in-law; 1,290 shares held by the reporting person's son-in-law; and 1,290 shares held in trust for the benefit of the reporting person's grandson.

- These shares are held in trust for the benefit of the reporting person's spouse. The reporting person's spouse is trustee of both trusts. The
- (2) reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.