Edgar Filing: RATCLIFF ROBERT T SR - Form 4

RATCLIFF	ROBERT T SR										
Form 4	211										
March 18, 20											
FORM	14 UNITED S	STATES SE				NGE C	COMMISSION	OMB OMB Number:	PROVAL 3235-0287		
(Print or Type I	Responses)										
RATCLIFF ROBERT T SR Sym			nbol	uer Name and Ticker or Trading 1 CO 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) 03/17/2011				Officer (give title Other (specify below) below)				
			f Amendment, Da ed(Month/Day/Year)	endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PINEVILLE	E, LA 71361-5000	0					Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock, \$1.00 par	03/17/2011		М	2,500	A	\$ 22.25	25,796.181 (1)	D			

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.

 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. Transactio Code (Instr. 8)	5. Number on f 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((
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Outside Director Stock Option	\$ 22.25	03/17/2011		Х	2,500	07/27/2001	07/27/2011	Common Stock, \$1.00 par	2,500

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Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
RATCLIFF ROBERT T SR P.O. BOX 5000 PINEVILLE, LA 71361-5000	Х			
Signatures				
Judy P. Miller, Atty-in-fact for Ratcliff, Sr.		0	3/18/2011	
**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) Includes 181.853 shares acquired through the Cleco Corporation Dividend Reinvestment Plan on 02/15/2011.

(2) Right to buy granted under the Company's 2000 Long-Term Incentive Compensation Plan.

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.