

NOLEN KATHLEEN F
 Form 5
 February 01, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

P.O. BOX 5000
 (Street)

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

6. Individual or Joint/Group Reporting (check applicable line)

PINEVILLE, LA 71361-5000

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, \$1 par	11/15/2004	Â	J4 ⁽¹⁾	145.74 A \$ ⁽²⁾	12,892.514	D	Â
Common Stock, \$1 par	12/31/2004	Â	J4 ⁽³⁾	0.0474 A \$ ⁽⁴⁾	0.9761	I	401(k)
Convertible Preferred Stock,	12/31/2004	Â	J4 ⁽⁵⁾	64.7096 A \$ ⁽⁶⁾	530.9883	I	ESOP

Series of
1991

Common
Stock, \$1
par 11/15/2004 Â J4⁽⁷⁾ 67.0702 A \$ ⁽⁸⁾ 1,255.3559 I

By
Husband
and in
trust for
minor
children

Convertible
Preferred
Stock,
Series of
1991 12/31/2004 Â J4⁽⁵⁾ 18.1341 A \$ ⁽⁶⁾ 221.5095 I

Husband's
ESOP

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

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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. of D Se B O E Is Fi (I
					(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	Â	Â	Â Treasurer	Â

Signatures

Judy P. Miller, Atty-in-Fact for Kathleen F. Nolen 01/31/2005

**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 2004.

(2) \$16.75 - \$19.392

(3) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during 2004.

(4) \$17.24 - \$20.26

(5) Allocation of shares under the Company's ESOP.

(6) \$165.50 - \$194.50

(7) Includes 56.399 shares acquired by the reporting person's husband through the Company's dividend reinvestment plan, 0.0692 acquired by the reporting person's husband through contributions and/or reinvestment of dividends under the Company's 401(k) plan, and 10.602 shares acquired by a trust for the benefit of the reporting person's minor children through the Company's dividend reinvestment plan.

(8) \$16.75 - \$19.392

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.