

MILLER JUDY P  
Form 4  
January 04, 2007

**FORM 4**

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

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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLER JUDY P

(Last) (First) (Middle)

P.O. BOX 5000

(Street)

PINEVILLE, LA 71361-5000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CLECO CORP [CNL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Corporate Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, \$1<br>par           | 05/26/2006                              |                                                             | G <sup>(1)</sup>                     | 30                                                                      | D<br>\$<br>22.17                                                                                                   | 8,249.4806                                                              | D                                                                 |
| Common<br>Stock, \$1<br>par           | 12/18/2006                              |                                                             | G <sup>(2)</sup>                     | 75                                                                      | D<br>\$<br>25.29                                                                                                   | 8,174.4806                                                              | D                                                                 |
| Common<br>Stock, \$<br>par            | 12/31/2006                              |                                                             | J <sup>(3)</sup>                     | 50.0294                                                                 | A<br>(4)                                                                                                           | 8,224.51                                                                | D                                                                 |
| Common<br>Stock, \$1                  | 12/31/2006                              |                                                             | J <sup>(5)</sup>                     | 273.3809                                                                | A<br>(6)                                                                                                           | 8,497.8909                                                              | D                                                                 |



## 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 child and niece.
- (2) Gift of shares to the reporting person's children.
- (3) Shares acquired through the Company's dividend reinvestment plan during 2006.
- (4) \$21.55 - \$25.82
- (5) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during 2006.
- (6) \$22.33 - \$25.24
- (7) Payment of tax liability by withholding securities incident to the receipt of shares granted under the Company's 2000 Long-Term Incentive Compensation Plan for which restrictions lapsed 12/31/2006.
- (8) The number of shares withheld was based on the closing price of the Company's common stock on 12/29/2006 (\$25.23).
- (9) Shares acquired by the reporting person's children through the Company's dividend reinvestment plan during 2006. Includes shares transferred by the reporting person on 5/26/2006 and 12/18/2006.
- (10) Total reflects the transfer of the reporting person's oldest son's shares to a non-custodial account. The reporting person disclaims beneficial ownership of shares owned by her oldest son.

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.