

CLECO CORP
Form 4/A
May 11, 2007

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 *
FONTENOT WILLIAM G

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. Date of Earliest Transaction (Month/Day/Year)
05/09/2007

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

P.O. BOX 5000

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
05/10/2007

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PINEVILLE, LA 71361-5000

(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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 par	05/09/2007		M		66,000	A	<u>(1)</u>
Common Stock, \$1 par	05/09/2007		S		66,000	D	\$ 28.25
Common Stock, \$1 par	02/21/2007		J ⁽³⁾		29.1864	A	\$ 26.81
					99,460.4219	D	<u>(2)</u>
					33,460.4219	D	
					3,609.1843	I	In trusts for minor children

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

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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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option	\$ 16.125	05/09/2007		X	9,000	07/23/2004	07/23/2009	Common Stock, \$1 par	9,
Non-Qualified Stock Option	\$ 19.205	05/09/2007		X	16,667	07/23/2002	07/23/2009	Common Stock, \$1 par	16
Non-Qualified Stock Option	\$ 20.355	05/09/2007		X	16,667	07/23/2003	07/23/2009	Common Stock, \$1 par	16
Non-Qualified Stock Option	\$ 21.58	05/09/2007		X	16,666	07/23/2004	07/23/2009	Common Stock, \$1 par	16
Non-Qualified Stock Option	\$ 22.25	05/09/2007		X	7,000	07/27/2006	07/27/2011	Common Stock, \$1 par	7,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FONTENOT WILLIAM G P.O. BOX 5000 PINEVILLE, LA 71361-5000			Vice President	

Signatures

Judy P. Miller, Atty-in-Fact for William G. Fontenot
05/10/2007

__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) 9,000 shares @ \$16.125; 16,667 shares @ \$19.205; 16,667 shares @ \$20.355; 16,666 shares @ \$21.58; and 7,000 shares @ \$22.25.
- (2) Total includes 6,574.7886 shares acquired through the Company's 401(k) from 1/1/07 thru 5/9/07. The amount of shares acquired through the 401(k) during this period includes the conversion of preferred shares held in the Company's ESOP to common stock.
- (3) Shares acquired through the Company's dividend reinvestment plan.
- (4) Right to buy granted under the Company's 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.

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