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Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Expires: 20 20 20 20 20 20 20 20 20 20 20 20 20	WESTBROO	OK W L											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Check this box if no longer subject to section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES MB 3235-02 Statement of changes in beneficial ownership obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). Statement of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Statement of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Statement of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Statement of the Public Utility Holding Company Act of 1940 Statement of the Securities Section 17(a) of the Public Utility Holding Company Act of 1940 (Print or Type Responses) 1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol State of Earliest Transaction (Month/Day/Year) State of Earliest Transaction (Month/Day/Year) (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -X_Director Officer (give tild by One Reporting Person -X_Form filed b													
Check this box if no longer subject to Section 16. Form 4 or Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: 3235-02 Filed pursuant to Section 16. obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 1(b). S. Relationship of Reporting Person(s) to Issuer (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -X_Director Officer (give tile below) -10% Owner Other (specify below) PO. BOX 5000 04/29/2011 -X_Director Difficer (give tile below) -10% Owner Other (specify below) (City) (State) 2.1 Famedment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by One Reporting Person. -X_Form filed by One Reporting Pers	May 03, 2011	1											
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	-	(Month/Day/Year		on Date, if									
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership	(Owned	Indirect (I) Owne	Ownership			
Following (Instr. 4) (Instr. 4) Reported									0	(Instr. 4)	(Instr. 4)		
(A)							(A)						
Code V Amount (D) Price (Instr. 3 and 4)					Code V	Amount		Price	(Instr. 3 and 4)				
Common	Common					mount							
Stock, 24.363 D									24.363	D			
\$1.00 par													

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)

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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. Transacti Code (Instr. 8)	5. Num onof Derive Securi Acqui (A) or Dispo of (D) (Instr. and 5)	ative ities red sed 3, 4,	6. Date Exer Expiration D (Month/Day.	ate	7. Title and Underlying S (Instr. 3 and	Securities	8. Price o Derivativ Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	04/29/2011		А	579		(1)	(1)	Common Stock, \$1.00 par	579 <u>(1)</u>	\$ 35.2

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WESTBROOK W L P.O. BOX 5000 PINEVILLE, LA 71361-5000	Х							
Signatures								
Judy P. Miller, Atty-in-fact for W.L.Westbrook			05/03/2011					
**Signature of Reporting Perso	n		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).

The shares of phantom stock relate to director compensation that the reporting person has elected to defer under the Cleco Corporation Deferred Compensation Plan (the "Plan"). Each share of phantom stock is the economic equivalent of one share of Cleco Corporation

- (1) Detended compensation run (the run). Each share of phantom stock is the economic equivalent of one share of elece corporation common stock. Shares of phantom stock may be transferred by the reporting person into an alternative investment account in the Plan at any time pursuant to the terms and provisions of the Plan.
- (2) Includes 5,542 shares of phantom stock (not subject to restrictions) related to dividend reinvestment. Restrictions on balance of phantom stock shares lapsed on April 29, 2011, upon Mr. Westbrook's retirement from the Company's Board of Directors.

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.