BECKER GEORGE J III

Form 5

February 17, 2009

OMB APPROVAL FORM 5 **OMB**

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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2005 Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Addres BECKER GEOR	ss of Reporting Person ** RGE J III	2. Issuer Name and Ticker or Trading Symbol IBERIABANK CORP [IBKC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Statement for Issuer's Fiscal Year Ended	(Check an applicable)			
200 WEST CONGRESS STREET		(Month/Day/Year) 12/31/2008	Director 10% OwnerX Officer (give title Other (specify below) BLECUTIVE VICE PRESIDENT			
((Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
		Filed(Month/Day/Year)	(check applicable line)			
LAFAYETTE,Â	LAÂ 70501					

(City)

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

(City)	(State) (Zi	p) Table 1	I - Non-Deriva	ative Secu	rities	Acquir	ed, Disposed of	, or Beneficial	ly 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D))	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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	Â	Â	Â	Â	Â	Â	35,354	D	Â
COMMON STOCK	Â	Â	Â	Â	Â	Â	3,176	I	BY 401(K)

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.

SEC 2270 (9-02)

Edgar Filing: BECKER GEORGE J III - Form 5

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Number		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
STOCK OPTION	\$ 11	Â	Â	Â	Â	Â	12/31/2000	12/31/2009	COMMON STOCK	8,8
STOCK OPTION	\$ 11	Â	Â	Â	Â	Â	04/17/2001	04/17/2010	COMMON STOCK	3,1
STOCK OPTION	\$ 20.648	Â	Â	Â	Â	Â	05/08/2002	05/08/2011	COMMON STOCK	5,6
STOCK OPTION	\$ 22.88	Â	Â	Â	Â	Â	01/11/2003	01/11/2012	COMMON STOCK	8,0
STOCK OPTION	\$ 22.88	Â	Â	Â	Â	Â	01/11/2003	01/11/2012	COMMON STOCK	68
STOCK OPTION	\$ 30.88	Â	Â	Â	Â	Â	03/19/2004	03/19/2013	COMMON STOCK	16,2
STOCK OPTION	\$ 45.6	Â	Â	Â	Â	Â	04/29/2005	04/29/2014	COMMON STOCK	16,8
STOCK OPTION	\$ 47.488	Â	Â	Â	Â	Â	03/21/2006	03/21/2015	COMMON STOCK	7,3
STOCK OPTION	\$ 59.56	Â	Â	Â	Â	Â	05/17/2007	05/17/2016	COMMON STOCK	1,3
STOCK OPTION	\$ 57.31	Â	Â	Â	Â	Â	02/26/2008	02/26/2017	COMMON STOCK	32
PHANTOM STOCK	Â	Â	Â	Â	Â	Â	(2)	(2)	COMMON STOCK	56.4

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
	Â	Â	EXECUTIVE VICE PRESIDENT	Â				

Reporting Owners 2

BECKER GEORGE J III 200 WEST CONGRESS STREET LAFAYETTE. LAÂ 70501

Signatures

GEORGE J. 02/17/2009 BECKER III

**Signature of Reporting Date
Person

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) EACH SHARE OF PHANTOM STOCK REPRESENTS THE RIGHT TO RECEIVE THE CASH VALUE OF ONE SHARE OF IBKC COMMON STOCK.
- SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH UPON THE EARLIER OF SCHEDULED DISTRIBUTION DATE(S)

 (2) OR TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH IBKC. THE REPORTING PERSON MAY

 TRANSFER HIS PHANTOM STOCK ACCOUNT INTO AN ALTERNATIVE INVESTMENT ACCOUNT AT ANY TIME.

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.

Signatures 3