

BROWN MICHAEL J  
Form 5  
February 17, 2009

# 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 \*  
BROWN MICHAEL J

(Last) (First) (Middle)

200 WEST CONGRESS STREET

(Street)

LAFAYETTE, LA 70501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
IBERIABANK CORP [IBKC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SR EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Reporting

(check applicable line)

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 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) | (A) or (D) | Price | 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                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 57,647   | D  | ^   |
| COMMON STOCK                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 3,367  | I  | BY 401(K)   |

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

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SEC 2270 (9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| STOCK OPTION                               | \$ 10.7  | Â                                    | Â  | Â                              | Â Â   | 12/16/2000 12/16/2009                                    | COMMON STOCK 28,000   |
| STOCK OPTION                               | \$ 11  | Â                                    | Â  | Â                              | Â Â   | 04/17/2001 04/17/2010                                    | COMMON STOCK 6,250  |
| STOCK OPTION                               | \$ 20.648  | Â                                    | Â  | Â                              | Â Â   | 05/08/2002 05/08/2011                                    | COMMON STOCK 13,750   |
| STOCK OPTION                               | \$ 22.88   | Â                                    | Â  | Â                              | Â Â   | 01/11/2003 01/11/2012                                    | COMMON STOCK 16,250   |
| STOCK OPTION                               | \$ 30.88   | Â                                    | Â  | Â                              | Â Â   | 03/19/2004 03/19/2013                                    | COMMON STOCK 18,125   |
| STOCK OPTION                               | \$ 45.6  | Â                                    | Â  | Â                              | Â Â   | 04/29/2005 04/29/2014                                    | COMMON STOCK 20,000   |
| STOCK OPTION                               | \$ 47.488  | Â                                    | Â  | Â                              | Â Â   | 03/21/2006 03/21/2015                                    | COMMON STOCK 13,871   |
| STOCK OPTION                               | \$ 57.66   | Â                                    | Â  | Â                              | Â Â   | 03/03/2007 03/03/2016                                    | COMMON STOCK 3,302  |
| STOCK OPTION                               | \$ 56.42   | Â                                    | Â  | Â                              | Â Â   | 01/29/2008 01/29/2017                                    | COMMON STOCK 2,200  |
| STOCK OPTION                               | \$ 57.31   | Â                                    | Â  | Â                              | Â Â   | 02/26/2008 02/26/2017                                    | COMMON STOCK 1,786  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| BROWN MICHAEL J<br>200 WEST CONGRESS STREET<br>LAFAYETTE, LA 70501 | Â             | Â         | Â SR EXECUTIVE VICE PRESIDENT | Â     |

## Signatures

MICHAEL J.  
BROWN

02/17/2009

\_\_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).

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.