

ARDOIN ELIZABETH A
Form 5
February 17, 2009

FORM 5

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

OMB APPROVAL
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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 *
ARDOIN ELIZABETH A

(Last) (First) (Middle)

200 WEST CONGRESS STREET

(Street)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAFAYETTE, LA 70501

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)			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)	
				(A)	or	(D)	Price			
COMMON STOCK	^	^	^	^	^	^	^	8,297	D	^
COMMON STOCK	^	^	^	^	^	^	^	731	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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
STOCK OPTION	\$ 22.168	Â	Â	Â	Â Â	01/07/2003 01/07/2012	COMMON STOCK	4,375
STOCK OPTION	\$ 30.808	Â	Â	Â	Â Â	03/19/2004 03/19/2013	COMMON STOCK	3,125
STOCK OPTION	\$ 43.992	Â	Â	Â	Â Â	08/17/2005 08/17/2014	COMMON STOCK	3,125
STOCK OPTION	\$ 47.488	Â	Â	Â	Â Â	03/21/2006 03/21/2015	COMMON STOCK	2,056
STOCK OPTION	\$ 57.66	Â	Â	Â	Â Â	03/03/2007 03/03/2016	COMMON STOCK	642
STOCK OPTION	\$ 57.31	Â	Â	Â	Â Â	02/26/2008 02/26/2017	COMMON STOCK	482

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARDOIN ELIZABETH A 200 WEST CONGRESS STREET LAFAYETTE, LA 70501	Â	Â	Â	EXECUTIVE VICE PRESIDENT Â

Signatures

ELIZABETH A.
ARDOIN 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.