DAVIS R RUSSELL

Form 5

February 01, 2005

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. 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 Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to DAVIS R RUSSELL Issuer Symbol CLECO CORP [CNL] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X Other (specify 12/31/2004 _ Officer (give title below) below) P.O. BOX 5000 Vice President - Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) PINEVILLE. LAÂ 71361-5000 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Transaction (A) or Disposed of (D) Securities Ownership Indirect Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) Common Â 12/31/2004 $J4^{(1)}$ \$ ⁽²⁾ 55.2834 3.0888 I 401(k)Stock, \$1 par

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

12/31/2004

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J4(3)

Convertible Preferred

Stock, Series of 1991

Persons who respond to the collection of information contained in this form are not required to respond unless

\$ (4) 186.7711

I

48.8129

Α

SEC 2270 (9-02)

ESOP

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the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun	nt of	Derivative	
Security	or Exercise	•	any	Code	of	(Month/Day/	Year)	Underly	ying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	ay/Year) (Instr. 8) Derivative			Securit	ies	(Instr. 5)		
	Derivative				Securities	ecurities		(Instr. 3	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
								(or		
						Date Expiration		Number			
						Exercisable	Date		of		
					(A) (D)				Shares		
					(II)				Jimes		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DAVIS R RUSSELL	â	â	Vice President - Controller	â		
P.O. BOX 5000 PINEVILLE, LA 71361-5000	А	A	A vice President - Controller	Α		

Signatures

Judy P. Miller, Atty-in-Fact for R. Russell
Davis

01/31/2005

**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) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during 2004.
- **(2)** \$17.24 \$20.26
- (3) Allocation of shares under the Company's ESOP.
- **(4)** \$165.50 \$194.50

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.

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