

Johnson William Keith Jr.  
 Form 3  
 June 17, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Johnson William Keith Jr. (Last) (First) (Middle)		(Month/Day/Year) 05/07/2009	CLECO CORP [CNL]	
2030 DONAHUE FERRY ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
PINEVILLE, LA 71360		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Acting VP - Cleco Midstream		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1 par	12,818.7923	D	^

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options <sup>(1)</sup>	07/23/2004	07/23/2009	Common Stock, \$1 par	3,000	\$ 16.125	D	Â
Non-Qualified Stock Options <sup>(1)</sup>	07/23/2002	07/23/2009	Common Stock, \$1 par	6,667	\$ 19.205	D	Â
Non-Qualified Stock Options <sup>(1)</sup>	07/23/2003	07/23/2009	Common Stock, \$1 par	6,667	\$ 20.355	D	Â
Non-Qualified Stock Options <sup>(1)</sup>	07/23/2004	07/23/2009	Common Stock, \$1 par	6,666	\$ 21.58	D	Â
Non-Qualified Stock Options <sup>(1)</sup>	07/27/2006	07/27/2011	Common Stock, \$1 par	5,000	\$ 22.25	D	Â
Non-Qualified Stock Options <sup>(1)</sup>	04/17/2007	04/17/2012	Common Stock, \$1 par	2,500	\$ 24.25	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson William Keith Jr. 2030 DONAHUE FERRY ROAD PINEVILLE, LA 71360	Â	Â	Â Acting VP - Cleco Midstream	Â

## Signatures

William Keith  
Johnson, Jr. 06/17/2009

         \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Right to buy granted under the Company's long-term incentive compensation plan.

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.