

FONTENOT WILLIAM G
 Form 5
 February 01, 2005

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 *
FONTENOT WILLIAM G

2. Issuer Name and Ticker or Trading Symbol
CLECO CORP [CNL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Restructuring Officer

P.O. BOX 5000

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

6. Individual or Joint/Group Reporting

(check applicable line)

PINEVILLE, LA 71361-5000

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 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)
Common Stock, \$1 par	12/31/2004	Â	J4 ⁽¹⁾	136.9219 A \$ ⁽²⁾	1,503.9715	I	401(k)
Convertible Preferred Stock, Series of 1991	12/31/2004	Â	J4 ⁽³⁾	71.5484 A \$ ⁽⁴⁾	560.4749	I	ESOP
Common	11/15/2004	Â	J4 ⁽⁵⁾	161.649 A \$ ⁽⁶⁾	3,306.999	I	In trust

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