

IBERIABANK CORP
Form 4
December 16, 2008

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Powell Jeffrey A

(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. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
CHIEF ACCOUNTING OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| COMMON STOCK | 12/15/2008 | | A | | 1,500 (1) | A | \$ 42.04 |
| | | | | | 1,500 | D | |

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

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| STOCK OPTION | \$ 42.04 | 12/15/2008 | | A | 1,500 ⁽²⁾ | 12/15/2009 12/15/2018 | COMMON STOCK |
| PHANTOM STOCK | \$ 42.04 ⁽³⁾ | 12/15/2008 | | A | 713.606 ⁽⁴⁾ | ⁽⁵⁾ ⁽⁵⁾ | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Powell Jeffrey A 200 WEST CONGRESS STREET LAFAYETTE, LA 70501 | | | CHIEF ACCOUNTING OFFICER | |

Signatures

JEFFREY A. POWELL
 12/16/2008
**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) GRANTS OF RESTRICTED STOCK AWARDS VIA ISSUER'S 2008 PLAN, WILL VEST EQUALLY OVER A 7-YEAR PERIOD COMMENCING WITH THE FIRST ANNIVERSARY OF THE DATE OF THE GRANT.
- (2) STOCK OPTIONS, AWARDED VIA ISSUER'S 2008 PLAN, WILL VEST EQUALLY OVER A 7-YEAR PERIOD COMMENCING ON THE FIRST ANNIVERSARY OF THE DATE OF GRANT.
- (3) EACH SHARE OF PHANTOM STOCK REPRESENTS THE RIGHT TO RECEIVE THE CASH VALUE OF ONE SHARE OF IBKC COMMON STOCK.
- (4) SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH UPON THE EARLIER OF SCHEDULED DISTRIBUTION DATE(S) OR TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH IBKC. THE REPORTING PERSON MAY TRANSFER HIS PHANTOM STOCK ACCOUNT INTO AN ALTERNATIVE INVESTMENT ACCOUNT AT ANY TIME.
- (5) GRANT OF PHANTOM STOCK AWARDED UNDER ISSUER'S DEFERRED COMPENSATION PLAN, WILL VEST EQUALLY OVER A 6-YEAR PERIOD COMMENCING WITH THE SECOND ANNIVERSARY OF THE DATE OF THE AWARD.

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.