

IBERIABANK CORP  
Form 5  
January 28, 2013

**FORM 5**

**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).  
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 \*  
**BROWN MICHAEL J**

2. Issuer Name and Ticker or Trading Symbol  
**IBERIABANK CORP [IBKC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**VICE CHAIRMAN**

(Last) (First) (Middle)  
  
**200 WEST CONGRESS STREET**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2012**

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

(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)	(A) or (D)	Price	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	Â	Â	Â	Â	Â	Â	111,899	D	Â
COMMON STOCK	Â	Â	Â	Â	Â	Â	3,748	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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
STOCK OPTIONS	\$ 45.6	Â	Â	Â	Â Â	04/29/2005 04/29/2014	COMMON STOCK 20,000
STOCK OPTIONS	\$ 47.488	Â	Â	Â	Â Â	03/21/2006 03/21/2015	COMMON STOCK 13,870
STOCK OPTIONS	\$ 57.66	Â	Â	Â	Â Â	03/03/2007 03/03/2016	COMMON STOCK 11,550
STOCK OPTIONS	\$ 56.42	Â	Â	Â	Â Â	01/29/2008 01/29/2017	COMMON STOCK 6,600
STOCK OPTIONS	\$ 57.31	Â	Â	Â	Â Â	02/26/2008 02/26/2017	COMMON STOCK 5,350
STOCK OPTIONS	\$ 54.43	Â	Â	Â	Â Â	12/29/2010 12/29/2019	COMMON STOCK 7,500
STOCK OPTIONS	\$ 60.1	Â	Â	Â	Â Â	05/04/2011 05/04/2020	COMMON STOCK 4,590
STOCK OPTIONS	\$ 55.64	Â	Â	Â	Â Â	03/10/2012 03/10/2021	COMMON STOCK 1,590
STOCK OPTIONS	\$ 52.33	Â	Â	Â	Â Â	02/22/2013 02/22/2022	COMMON STOCK 2,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN MICHAEL J 200 WEST CONGRESS STREET LAFAYETTE, LA 70501	Â	Â	Â VICE CHAIRMAN	Â

## Signatures

MICHAEL J.  
BROWN

01/28/2013

\_\_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.