

BECKER GEORGE J III
Form 5
February 17, 2009

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 *
BECKER GEORGE J III

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)
EXECUTIVE VICE PRESIDENT

(Last) (First) (Middle)

200 WEST CONGRESS STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

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)	
				(A)	or	(D)	Price			
COMMON STOCK	^	^	^	^	^	^	^	35,354	D	^
COMMON STOCK	^	^	^	^	^	^	^	3,176	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 OPTION	\$ 11	Â	Â	Â	Â Â	12/31/2000	12/31/2009	COMMON STOCK	8,8
STOCK OPTION	\$ 11	Â	Â	Â	Â Â	04/17/2001	04/17/2010	COMMON STOCK	3,1
STOCK OPTION	\$ 20.648	Â	Â	Â	Â Â	05/08/2002	05/08/2011	COMMON STOCK	5,6
STOCK OPTION	\$ 22.88	Â	Â	Â	Â Â	01/11/2003	01/11/2012	COMMON STOCK	8,0
STOCK OPTION	\$ 22.88	Â	Â	Â	Â Â	01/11/2003	01/11/2012	COMMON STOCK	68
STOCK OPTION	\$ 30.88	Â	Â	Â	Â Â	03/19/2004	03/19/2013	COMMON STOCK	16,2
STOCK OPTION	\$ 45.6	Â	Â	Â	Â Â	04/29/2005	04/29/2014	COMMON STOCK	16,8
STOCK OPTION	\$ 47.488	Â	Â	Â	Â Â	03/21/2006	03/21/2015	COMMON STOCK	7,3
STOCK OPTION	\$ 59.56	Â	Â	Â	Â Â	05/17/2007	05/17/2016	COMMON STOCK	1,3
STOCK OPTION	\$ 57.31	Â	Â	Â	Â Â	02/26/2008	02/26/2017	COMMON STOCK	32
PHANTOM STOCK	Â	Â	Â	Â	Â Â	Â <u>(2)</u>	Â <u>(2)</u>	COMMON STOCK	56.4

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
 Â Â Â EXECUTIVE VICE PRESIDENT Â

BECKER GEORGE J III
200 WEST CONGRESS STREET
LAFAYETTE, LA 70501

Signatures

GEORGE J.
BECKER III

02/17/2009

__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) EACH SHARE OF PHANTOM STOCK REPRESENTS THE RIGHT TO RECEIVE THE CASH VALUE OF ONE SHARE OF IBKC COMMON STOCK.
- SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH UPON THE EARLIER OF SCHEDULED DISTRIBUTION DATE(S)
- (2) 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.

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.