#### **IBERIABANK CORP**

Form 5

February 11, 2005

#### **OMB APPROVAL** FORM 5 **OMB**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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January 31,

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BURCH MARILYN W** Symbol IBERIABANK CORP [IBKC] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 12/31/2004 below) below) 200 WEST CONGRESS STREET Executive Vice President, CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

### LAFAYETTE, LAÂ 70501

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-Der	ivative Se	curitie	es Acqu	ired, Disposed	of, or Beneficia	ally 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. Securi Acquired Disposed (Instr. 3,	d (A) of d of (D) 4 and (A) or	))	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	1,870	I	By 401(k)
Common Stock	Â	Â	Â	Â	Â	Â	1,440	I	By ESOP
Common Stock	Â	Â	Â	Â	Â	Â	23,275	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,400	I	By Custodian For Child

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

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SEC 2270 (9-02)

# 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)	Number		6. Date Exercisab 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	\$ 17.25	Â	Â	Â	Â	Â	10/25/2000(3)	10/25/2009	Common Stock	3,500
Stock Option	\$ 13.75	Â	Â	Â	Â	Â	04/17/2001(4)	04/17/2010	Common Stock	1,500
Stock Option	\$ 25.81	Â	Â	Â	Â	Â	05/08/2002(5)	05/08/2011	Common Stock	4,000
Stock Option	\$ 28.6	Â	Â	Â	Â	Â	01/11/2003(5)	01/11/2012	Common Stock	12,000
Stock Option	\$ 38.6	Â	Â	Â	Â	Â	03/19/2004(6)	03/19/2013	Common Stock	8,000
Stock Option	\$ 57	Â	Â	Â	Â	Â	04/29/2005(7)	04/29/2014	Common Stock	12,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director 10% Owner		Officer	Other				
BURCH MARILYN W 200 WEST CONGRESS STREET LAFAYETTE, LA 70501	Â	Â	Executive Vice President, CFO	Â				

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## **Signatures**

/s/ Burch, Marilyn W. 02/11/2005

\*\*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) Includes shares acquired during the year as a result of preauthorized purchases of company stock in the 401 (k) Plan.
- (2) Includes annual allocation of shares in Employee Stock Ownership Plan which vest based on employee's tenure with company. Vesting as of 12/31/04 is 80%.
- (3) Stock Options, awarded via Issuer's 1996 Stock Option Plan, will vest over a 7-year period commencing on the first anniversary of the date of grant at one seventh per year.
- (4) Stock Options, awarded via Issuer's 1999 Stock Option Plan, will vest over a 7-year period commencing on the first anniversary of the date of grant at one seventh per year.
- (5) Stock options, awarded via Issuer's 2001 Incentive Compensation Plan, will vest over a 5-year period commencing on the first anniversary of the date of grant at twenty percent per year.
- (6) Stock Options, awarded via Issuer's 1999 Stock Option Plan, will vest over a 5-year period commencing on the first anniversary of the date of grant at twenty percent per year.
- (7) Stock options, awarded via Issuer's 2001 Incentive Compensation Plan, will vest over a 7-year period commencing on the first anniversary of the date of grant at one seventh per year.

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.

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