

LATIMER MARY ELISE
 Form 5
 February 17, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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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 *
LATIMER MARY ELISE

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

200 WEST CONGRESS STREET

 (Street)

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

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

LAFAYETTE, LA 70501

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

6. Individual or Joint/Group Reporting

 (check applicable line)

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	^	^	^	^	^	^	10,430	D	^
COMMON STOCK	^	^	^	^	^	^	5,821	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	04/17/2001	04/17/2010	COMMON STOCK	113
STOCK OPTION	\$ 20.648	Â	Â	Â	Â	05/08/2002	05/08/2011	COMMON STOCK	500
STOCK OPTION	\$ 23.2	Â	Â	Â	Â	09/17/2002	09/17/2011	COMMON STOCK	1,875
STOCK OPTION	\$ 22.88	Â	Â	Â	Â	01/11/2003	01/11/2012	COMMON STOCK	5,000
STOCK OPTION	\$ 30.808	Â	Â	Â	Â	03/19/2004	03/19/2013	COMMON STOCK	3,125
STOCK OPTION	\$ 43.992	Â	Â	Â	Â	08/17/2005	08/17/2014	COMMON STOCK	2,500
STOCK OPTION	\$ 57.11	Â	Â	Â	Â	03/03/2007	03/03/2016	COMMON STOCK	276
STOCK OPTION	\$ 57.31	Â	Â	Â	Â	02/26/2008	02/26/2017	COMMON STOCK	286

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LATIMER MARY ELISE 200 WEST CONGRESS STREET LAFAYETTE, LA 70501	Â	Â	Â	EXECUTIVE VICE PRESIDENT

Signatures

MARY ELISE
LATIMER

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).

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.