#### **IBERIABANK CORP**

Form 4

November 20, 2012

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

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			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
200 WEST CO	ONGRESS S	STREET	(Month/Day/Year) 11/17/2012	Director 10% Owner Other (specify below) below)  EXECUTIVE VICE PRESIDENT			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LAFAYETTE, LA 70501			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	ip) Table	I - Non-De	rivative Sec	urities	Acquir	red, Disposed of,	or Beneficiall	y 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. Securitie action(A) or Disp (Instr. 3, 4 a		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership y Form: Direct (D) or Indirect (I) n(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)	_	
STOCK	11/17/2012		D	213	D	46.8	21,476	D	
COMMON STOCK	11/17/2012		M(1)	403.617	A	<u>(2)</u>	21,879	D	
COMMON STOCK	11/17/2012		D <u>(1)</u>	403.617	D	\$ 46.8	21,476	D	
COMMON STOCK							3,440	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 1474 (9-02)

**STOCK** 

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amou	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDeri	vative	Expiration Dat	Underlying Securi (Instr. 3 and 4)		
Security	or Exercise		any	Code	Secu	rities	(Month/Day/Year)			
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	iired (A) or				
	Derivative				Disp	osed of (D)				
	Security				(Inst	r. 3, 4, and				
	•				5)					
										_
							Date	Expiration	Title	N
				Code V	(A)	(D)	Exercisable	Date	Title	S.
				Couc v	(A)	(D)				3.
PHANTOM	(2)	11/17/2012		$M^{(3)}$		402 617	11/17/2012	11/17/2012	COMMON	
CTOCK	<u>(2)</u>	11/17/2012		IVI		403.617	11/17/2012	11/17/2012	CTOCK	4

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EXECUTIVE VICE PRESIDENT

## **Signatures**

**STOCK** 

GEORGE J. BECKER III 11/20/2012

\*\*Signature of Reporting Date
Person

## **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) SETTLEMENT OF PHANTOM STOCK.
- (2) EACH SHARE OF PHANTOM STOCK IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF IBKC COMMON STOCK.
- (3) PAYMENT OF CASH IN SETTLEMENT OF PHANTOM STOCK.

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.

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