

IBERIABANK CORP
Form 4
February 22, 2016

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN MICHAEL J

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

LAFAYETTE, LA 70501

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VICE CHAIRMAN

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	02/19/2016		D		434	D	\$ 47.73
COMMON STOCK	02/19/2016		M ⁽¹⁾		1,393.4028	A	47.73
COMMON STOCK	02/19/2016		D ⁽¹⁾		1,393.4028	D	\$ 47.73
COMMON STOCK	02/20/2016		M ⁽⁴⁾		1,759	A	47.73
COMMON STOCK	02/20/2016		D ⁽⁴⁾		1,759	D	\$ 47.73

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COMMON STOCK	02/18/2016	A	4,752 ⁽⁷⁾	A	\$ 0	118,051	D	
COMMON STOCK						4,011	I	BY 401K

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)	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
				Code V (A) (D)		Date Exercisable Expiration Date	
PHANTOM STOCK	<u>(2)</u>	02/19/2016		M ⁽³⁾	1,393.4028	02/19/2016 02/19/2016	C
PERFORMANCE UNITS	<u>(5)</u>	02/20/2016		M ⁽⁶⁾	1,759	02/20/2016 02/20/2016	C
STOCK OPTIONS	\$ 47.35	02/18/2016		A	9,069 ⁽⁸⁾	02/18/2017 02/18/2026	C

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN MICHAEL J
200 WEST CONGRESS STREET
LAFAYETTE, LA 70501

VICE CHAIRMAN

Signatures

MICHAEL J.
BROWN 02/22/2016

 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).

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- (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.
SETTLEMENT OF PERFORMANCE UNITS. THE CASH-SETTLED PERFORMANCE UNITS WERE DISTRIBUTED TO THE
- (4) REPORTING PERSON AFTER THE ACHIEVEMENT OF PRE-DETERMINED PERFORMANCE MEASURES OVER A 1-YEAR PERIOD.
- (5) EACH PERFORMANCE UNIT IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF IBKC COMMON STOCK.
- (6) PAYMENT OF CASH IN SETTLEMENT OF PERFORMANCE UNITS.
- (7) GRANT OF RESTRICTED STOCK AWARDS VIA ISSUER'S 2010 STOCK INCENTIVE PLAN, WILL VEST EQUALLY OVER A 3-YEAR PERIOD COMMENCING WITH THE FIRST ANNIVERSARY OF THE DATE OF THE GRANT.
- (8) STOCK OPTIONS, AWARDED VIA ISSUER'S 2010 STOCK INCENTIVE PLAN, WILL VEST OVER A 3-YEAR PERIOD COMMENCING ON THE FIRST ANNIVERSARY OF THE DATE OF GRANT AT 33.33% PER YEAR.

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.