IBERIABANK CORP

Form 4

October 30, 2009

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

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 4 or Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BYRD DARYL G

2. Issuer Name and Ticker or Trading

Symbol

IBERIABANK CORP [IBKC]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

Security

(Instr. 3)

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/28/2009

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below)

200 WEST CONGRESS STREET

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

PRESIDENT, CEO

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Following

Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAFAYETTE, LA 70501

(State) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securities Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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Derivative Disposed of (D) (Instr. 3, 4, and Security 5) Code V (D) Date **Expiration Title** (A) Amou Exercisable Date Numb Shares **PHANTOM** \$ 43.65 **COMMON** (1) (1) 10/28/2009 2,306.39 2,30

(Month/Day/Year) (Instr. 8) Acquired (A) or

Reporting Owners

(2)

Price of

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BYRD DARYL G 200 WEST CONGRESS STREET LAFAYETTE, LA 70501

PRESIDENT, CEO

STOCK

Signatures

(Instr. 3)

STOCK

DARYL G. BYRD 10/30/2009

**Signature of Date
Reporting 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).
- SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH UPON THE EARLIER OF SCHEDULED DISTRIBUTION DATE(S)

 (1) 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.
- (2) EACH SHARE OF PHANTOM STOCK REPRESENTS THE RIGHT TO RECEIVE THE CASH VALUE OF ONE SHARE OF IBKC COMMON 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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