WORLEY ROBERT BRUCE JR

Form 4 May 09, 2011

FORM 4

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

OMB Number:

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires:

2005

0.5

response...

Estimated average burden hours per

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A WORLEY F	•	_	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 (CONGRESS	STREET	(Month/Day/Year) 05/05/2011	Director 10% Owner Self-control of the control of t
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
LAFAYETT	ΓE, LA 7050	1	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

(City)	(State) (Z	Table	I - Non-De	rivative Sec	curiti	ies Acqui	red, Disposed of,	, or Beneficiall	ly Owned
1.Title of	2. Transaction Date		3.	4. Securiti		•	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		or(A) or Dis		` ′	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and .	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
COMMON STOCK	05/05/2011		A	4,000 (1)	A	\$ 59.93	4,000	D	

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

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		/. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration D	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or					
	Derivative				Disposed of (D)					
	Security				(Instr. 3, 4, and 5)					
						Date	Expiration	Title	Amo Num	
				Code V	(A) (D)) Exercisable	Date		Share	
PHANTOM STOCK	\$ 0	05/05/2011		A	1,840.147	(3)	<u>(3)</u>	COMMON STOCK	1,84	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WORLEY ROBERT BRUCE JR 200 WEST CONGRESS STREET LAFAYETTE, LA 70501

EVP, GENERAL COUNSEL

Signatures

ROBERT B.

WORLEY JR. 05/09/2011

**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) GRANTS OF RESTRICTED STOCK AWARDS VIA ISSUER'S 2010 PLAN, WILL VEST EQUALLY OVER A 5-YEAR PERIOD COMMENCING WITH THE FIRST ANNIVERSARY OF THE DATE OF THE GRANT.
- (2) SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH UPON VESTING.
- (3) GRANT OF PHANTOM STOCK, WILL VEST EQUALLY OVER A 5-YEAR PERIOD COMMENCING WITH THE SECOND ANNIVERSARY FROM THE DATE OF THE AWARD.

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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