IBERIABANK CORP

Form 4

February 24, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

may continue.

See Instruction

Check this box

SECURITIES obligations

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(b).

(Print or Type Responses)

(Ctata)

(7:-

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BYRD DARYL G Issuer Symbol IBERIABANK CORP [IBKC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 200 WEST CONGRESS STREET 02/22/2012 below) PRESIDENT, CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LAFAYETTE, LA 70501 Person

(City)	(State) (Zij	Table I	- Non-Der	rivative Sec	curitie	s Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti on(A) or Dis (D) (Instr. 3, 4	sposed	of	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)
COMMON STOCK	02/22/2012		A	16,186 (1)	A	\$0	170,023	D	
COMMON STOCK							9,065	I	BY 401(K)
COMMON STOCK							1,875	I	BY CHILD

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

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number.

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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and Amo Underlying Secu (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTIONS	\$ 52.33	02/22/2012		A	33,885 (2)	02/22/2013	02/22/2022	COMMON STOCK
PHANTOM STOCK	\$ 0	02/22/2012		A	6,474 <u>(3)</u>	<u>(4)</u>	<u>(4)</u>	COMMON STOCK
PHANTOM STOCK	\$ 0 (6)	02/22/2012		A	2,866.425	(5)	<u>(5)</u>	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BYRD DARYL G 200 WEST CONGRESS STREET LAFAYETTE, LA 70501

PRESIDENT, CEO

Signatures

DARYL G.
BYRD

**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).
- (1) GRANT OF RESTRICTED STOCK AWARDS VIA ISSUER'S 2010 STOCK INCENTIVE PLAN, WILL VEST EQUALLY OVER A 5-YEAR PERIOD COMMENCING WITH THE FIRST ANNIVERSARY OF THE DATE OF THE GRANT.
- (2) STOCK OPTIONS, AWARDED VIA ISSUER'S 2010 STOCK INCENTIVE PLAN, WILL VEST OVER A 5-YEAR PERIOD COMMENCING ON THE FIRST ANNIVERSARY OF THE DATE OF GRANT AT ONE FIFTH PER YEAR.
- (3) SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH UPON VESTING.
- (4) GRANT OF PHANTOM STOCK, WILL VEST EQUALLY OVER A 5-YEAR PERIOD COMMENCING WITH THE SECOND ANNIVERSARY OF THE DATE OF THE AWARD.
- SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH UPON THE EARLIER OF SCHEDULED DISTRIBUTION DATE(S)

 (5) OR TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH IBKC. THE REPORTING PERSON MAY

 TRANSFER THEIR PHANTOM STOCK ACCOUNT INTO AN ALTERNATIVE INVESTMENT ACCOUNT AT ANY TIME.

Reporting Owners 2

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(6) 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.