

BERTHELOT BARRY F  
 Form 4  
 February 24, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BERTHELOT BARRY F**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/22/2012**

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

**EXECUTIVE VICE PRESIDENT**

(Street)  
**LAFAYETTE, LA 70501**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Price			
COMMON STOCK	02/22/2012		A	1,433 (1)	\$ 0 4,511	D	

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)**

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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 and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
STOCK OPTIONS	\$ 52.33	02/22/2012		A	3,000 (2)	02/22/2013 02/22/2022	COMMON STOCK	3,000
PHANTOM STOCK	\$ 0	02/22/2012		A	573 (3)	(4) (4)	COMMON STOCK	573

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTHELOT BARRY F 200 WEST CONGRESS STREET LAFAYETTE, LA 70501			EXECUTIVE VICE PRESIDENT	

## Signatures

BARRY F.  
BERTHELOT  
02/24/2012

\*\*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).
- (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.

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.