

BROWN MICHAEL J
Form 4
March 02, 2018

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)
03/01/2018

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 | 03/01/2018 | | M ⁽¹⁾ | | 624.5283 | A | ② 105,944 |
| COMMON STOCK | 03/01/2018 | | D ⁽¹⁾ | | 624.5283 | D | \$ 80.4 105,319 |
| COMMON STOCK | 03/01/2018 | | A ⁽³⁾ | | 689 | A | ④ 106,008 |
| COMMON STOCK | 03/01/2018 | | F | | 306 | D | \$ 80.4 105,702 |
| COMMON STOCK | | | | | | | 4,182.1253 I BY 401K |

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

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(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 Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| PERFORMANCE UNITS | (2) | 03/01/2018 | | M ⁽¹⁾ | 624.5283 | 03/01/2016 03/01/2018 ⁽⁵⁾ | COM ST |

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 03/02/2018

**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) REPRESENTS SETTLEMENT OF CASH-SETTLED PERFORMANCE UNITS.
- (2) EACH PERFORMANCE UNIT IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF IBKC COMMON STOCK.
- (3) DELIVERY OF SHARES OF COMMON STOCK IN SETTLEMENT OF PERFORMANCE UNITS UPON VESTING.
- (4) EACH RESTRICTED SHARE UNIT IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF IBKC COMMON STOCK.
- (5) ONE-THIRD VESTING ON THE DATE INDICATED.

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.