IBERIABANK CORP

Form 4

February 23, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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

Check this box

obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person ** WORLEY ROBERT BRUCE JR	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)	3. Date of Earliest Transaction			
200 WEST CONGRESS STREET	(Month/Day/Year) 02/22/2015	Director 10% Owner Officer (give title Other (specify below) EVP, GENERAL COUNSEL		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
LAFAYETTE, LA 70501	Filed(Month/Day/Year)			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Secu	ırities	Acquired	l, 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. Transactio Code (Instr. 8)	4. Securities mr Disposed (Instr. 3, 4 ar	of (D)	` ′	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	02/22/2015		M(1)	308.6066	A	(2)	10,079	D	
COMMON STOCK	02/22/2015		D(1)	308.6066	D	\$ 62.57	9,770	D	

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

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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 inDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)
	·			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
PHANTOM STOCK	<u>(2)</u>	02/22/2015		M(3)	308.6066	02/22/2015	02/22/2015	COMMON STOCK

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. 02/23/2015

**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) SETTLEMENT OF PHANTOM STOCK.
- (2) EACH SHARE OF PHANTOM STOCK IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF IBKC COMMON STOCK.
- (3) PAYMENT OF CASH IN SETTLEMENT OF PHANTOM 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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