VAZQUEZ CARLOS J

Form 4

February 26, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

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).

share

(Print or Type Responses)

1. Name and Address of Reporting Person ** VAZQUEZ CARLOS J	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	POPULAR INC [BPOP] 3. Date of Earliest Transaction	(Check all applicable)			
P.O. BOX 362708	(Month/Day/Year) 02/22/2013	Director 10% OwnerX Officer (give title Other (specify below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)				
SAN JUAN, PR 00936-2708					
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Month/Day/Year) Execution (Instr. 3) Execution Oate 2A. Dec Execution (Month/Day/Year) Execution (Month/Day/Year) Execution (Month/Day/Year) Execution (Month/Day/Year)		5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership			

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	ecuriti	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on (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)	
Common			Code V	Amount	(D)	Price			
Stock Par Value \$0.01 per share	02/22/2013	02/22/2013	<u>J(1)</u>	10,983	A	\$0	56,635	D	
Common Stock Par Value \$0.01 per							18,760	I	Family Members

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

Edgar Filing: VAZQUEZ CARLOS J - Form 4

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
					Date	Expiration		mber		
						Exercisable	Date	of	illoci	
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VAZQUEZ CARLOS J P.O. BOX 362708

EVP

SAN JUAN, PR 00936-2708

Signatures

Marie

Reyes-Rodriguez, Attorney-in-fact 02/26/2013

**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).

Issued pursuant to the Popular, Inc. 2004 Omnibus Incentive Plan consistent with the requirements of the Interim Final Rule on TARP Standards for Compensation and Corporate Governance issued by the U.S. Department of the Treasury in June 2009. The shares will vest

- (1) on the second anniversary of the grant date. In order to be transferable, the Corporation must have achieved profitability for at least one fiscal year. Once the profitability condition is obtained, the restricted stock will become transferable in 25% increments in accordance with each 25% of TARP financial assistance that is repaid by the Corporation.
- (2) Shares held by various family members over which Mr. Vazquez has investment authority.

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.

Reporting Owners 2