#### **ALVAREZ IGNACIO**

Check this box

if no longer

subject to

Section 16.

Form 4

February 26, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

Estimated average

burden hours per

response...

0.5

Form 4 or Form 5 obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person * ALVAREZ IGNACIO			2. Issuer Name <b>and</b> Ticker or Trading Symbol POPULAR INC [BPOP]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
P O BOX 362708			(Month/Day/Year) 02/22/2013	Director 10% Owner _X_ Officer (give title Other (specify below)  EVP & GENERAL COUNSEL			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
SAN JUAN, PR 00936-2708							

(City)	(State)	Table Table	e I - Non-Do	erivative S	ecuritie	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.			5. Amount of		7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of		of	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				(A) or		Reported Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(IIIstr. 5 and 4)		
Common Stock Par Value \$0.01	02/22/2013	02/22/2013	<u>J(1)</u>	10,284	A	\$ 0	50,507 (2) (3)	D	
per share									

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: ALVAREZ IGNACIO - Form 4

#### 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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

ALVAREZ IGNACIO POBOX 362708 SAN JUAN, PR 00936-2708

**EVP & GENERAL COUNSEL** 

## **Signatures**

Marie Reyes Rodriguez, Attorney-in-fact

02/25/2013

\*\*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) Amount reflects 1-for-10 reverse stock split effective May 29, 2012.
- Includes 13,508 shares that were held by the Reporting Person and his deceased spouse as community property, and to which the Reporting Person has an undivided interest pending liquidation of the conjugal partnership and estate of the deceased spouse.

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