POPULAR INC Form 5

February 13, 2014

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer CARRION RICHARD L Symbol POPULAR INC [BPOP] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner 12/31/2013 _X_ Officer (give title Other (specify below) below) PO BOX 362708 Chairman & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

SAN JUAN, PRÂ 00936-2708

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	le I - Non-Der	ivative Se	curiti	es Acqu	ired, Disposed	of, or Benefici	ally 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) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock Par Value \$0.01 per share	12/31/2013	12/31/2013	J <u>(1)</u>	Amount 1,836	A	Price	298,122	D	Â
Common Stock Par Value \$0.01 per share	Â	Â	Â	Â	Â	Â	97,994	I	Junior Investment

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Common Stock Par Value \$0.01 per share	Â	Â	Â	Â	Â	Â	23	I	by son
Common Stock Par Value \$0.01 per share	Â	Â	Â	Â	Â	Â	3,408	I	by wife

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 2270 (9-02)

> D So

> $\mathbf{F}_{\mathbf{i}}$

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 Exerc Expiration D (Month/Day/	ate	Secur	unt of rlying	8. Price o Derivativ Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
2	Director	10% Owner	Officer	Other				
CARRION RICHARD L PO BOX 362708 SAN JUAN, PR 00936-2708	ÂX	Â	Chairman & CEO	Â				

Signatures

Marie Reyes-Rodriguez, Attorney-in-fact 02/13/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) Acquired under Popular Inc. Puerto Rico Savings and Investment Plan in exempt transactions pursuant to Rule 16(b)(3) during calendar year 2013.
- (2) Represents Mr. Carrion's indirect ownership in the shares of the Corporation owned by Junior Investment Corporation in which he has an 16.58% interest.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.