POPULAR INC Form 5

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OMB APPROVAL FORM 5

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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**

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 30(h) of the Investment Company Act of 1940

Reported Form 4

Transactions Reported

1(b).

\$0.01 per share

	Address of Reporting I	Symbol	2. Issuer Name and Ticker or Trading Symbol POPULAR INC [BPOP]				5. Relationship of Reporting Person(s) to Issuer			
(Last) PO BOX 36	. , ,	(Month/	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2013				(Check all applicable) _X_ Director			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						Chairman & CEO 6. Individual or Joint/Group Reporting (check applicable line)				
SAN JUAN	I, PR 00936-2'	708					_X_ Form Filed b Form Filed b Person			
(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Se	curitio	es Acqu	uired, Disposed	of, or Benefic	ially 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)		Securities Ownership Ir Beneficially Form: Direct B Owned at end (D) or O		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Amount	(A) or (D)	Price	(Instr. 3 and 4)			
Stock Par Value \$0.01 per share	12/31/2013	12/31/2013	<u>J(1)</u>	1,836	A	\$0	298,122	D	Â	
Common Stock Par Value	Â	Â	Â	Â	Â	Â	97,994	I	Junior Investment	

(2)

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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.