#### Edgar Filing: POPULAR INC - Form 4

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Form 4									
May 16, 2006 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). MUNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940						NERSHIP OF ge Act of 1934, ff 1935 or Sectio	OF Stimated average burden hours per response 0.		
(Print or Type R	Responses)								
1. Name and A Vizcarrondo	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol POPULAR INC [BPOP]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	(iddle) 3. Date of	3. Date of Earliest Transaction			(Cne	ck all applicabl	e)	
P O BOX 94		(Month/Day/Year) 05/15/2006 4. If Amendment, Date Original Filed(Month/Day/Year)				X Director Officer (give below)		6 Owner er (specify	
SAN JUAN,						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)		Zip) Tahl	e I - Non-D	erivative S	ecuri	ties A.c		or Beneficia	llv Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	ties (A) o of (D	or D)	aired, Disposed of, or Benefici5. Amount of Securities6. Ownership Form: Direct8eneficially Owned(D) or Indirect (I)Following Reported(Instr. 4)Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock Par Value \$6 per share	05/15/2006	05/15/2006	J <u>(1)</u>		A	\$ 0	70,153	D	
Common Stock Par Value \$6 per share							300,489	Ι	DMI Pension Trust (2)

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Add	ress	Relationships							
I B	Director	10% Owner	Officer	Other					
Vizcarrondo Jose R P O BOX 9417 SAN JUAN, PR 00908-041	X								
Signatures									
Jose R Vizcarrondo	05/16/2006								
**Signature of	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) Award of Restricted Stock pursuant to Popular, Inc.'s 2004 Omnibus Incentive Plan. The restriction of such restricted stock award lapses upon the retirement of the director.
- (2) Shared Voting power. Mr. Vizcarrondo disclaims beneficial ownership of these shares.

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 Person