POPULAR INC Form 4 May 01, 2015

## FORM 4

### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

Form 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

2 Januar Nama and Tielzer or Tradina

1(b).

Common Stock Par

\$0.01 per share

Value

(Print or Type Responses)

1. Name and Address of Reporting Person \*

VAZQUEZ	Symbol	Symbol POPULAR INC [BPOP]					Issuer  (Check all applicable)				
(Last)	(First) (M	,	3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner				
P.O. BOX 3	04/29/2	04/29/2015				X Officer (gibelow)  Executive	er (specify & CFO				
		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					
SAN JUAN	, PR 00936-2708						Form filed by More than One Reporting Person				
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	(A) or		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 Stock Par Value \$0.01 per share	04/29/2015	04/29/2015	A <u>(1)</u>	12,137	A	\$ 0	73,010	D			

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

Family

(2)

Members

I

18,760

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

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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	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration Date		Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
						2.1010184010			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VAZQUEZ CARLOS J P.O. BOX 362708 SAN JUAN, PR 00936-2708

Executive Vice President & CFO

## **Signatures**

Marie Reyes-Rodriguez, Attorney-in-fact

05/01/2015

\*\*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).

Award of restricted stock pursuant to Popular, Inc.'s 2004 Omnibus Incentive Plan. The dollar value of the award was approved on February 27, 2015. The number of shares subject to the award was determined based on the closing price of Popular, Inc.'s common stock

- (1) on April 29, 2015. Eighty percent (80%) of the award vests in equal annual installments on each of the first four (4) anniversaries of the approval date, and twenty percent (20%) of the award vests upon termination of the executive's employment after attaining (x) age 55 with 10 years of service or (y) age 60 with 5 years of service.
- (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.

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