POPULAR INC Form 5 February 14, 201					OMB AF	PROVAL	_
Check this box i no longer subjec to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	UNITED S	J AL ST	SECURITIES AND EXCHANGE (Washington, D.C. 20549 ATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange	OMB Number: Expires: Estimated a burden hour response	verage		
· · /	·) of the l	Public Utility Holding Company Act of 19 of the Investment Company Act of 19	f 1935 or Section	I		
1. Name and Address of Reporting Person <u></u> Garcia Jorge J.			2. Issuer Name and Ticker or Trading Symbol POPULAR INC [BPOP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) P O BOX 36270		iddle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2013	Director XOfficer (give below)	10%	Owner er (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		ual or Joint/Group Reporting (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) Tab	le I - Non-Der	ivative Se	curiti	es Acquir	ed, Disposed of	, or Beneficial	ly 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. Securi (A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	12/13/2012	12/13/2012	F4 <u>(1)</u>	364	D	\$ 20.28 (2)	4,462	D	Â
Common Stock Par Value \$0.01 per share	12/31/2013	12/31/2013	J <u>(3)</u>	113	A	\$ 0	7,815	D	Â

Edgar Filing: POPULAR INC - Form 5

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)

 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Garcia Jorge J. P O BOX 362708 SAN JUAN, PR 00936-2708	Â	Â	Senior VP & Comptroller	Â			
Signatures							
Marie Reyes-Rodriguez, Attorney-in-fact		02/14/20	14				
**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).
- (1) Represents shares withheld by the issuer to satisfy the reporting person's tax withholding obligation associated with the vesting of a previously granted restricted stock award.
- (2) Based on the closing price of the common stock on the vesting date.
- (3) Acquired under Popular Inc. Puerto Rico Savings and Investment Plan in exempt transactions pursuant to Rule 16(b)(3) during calendar year 2013.

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.