Edgar Filing: POPULAR INC - Form 4

| Form 4 | | | | | | | | | | |
|---|---|--|---|--|------------------|--|--|---|-----------|--|
| April 28, 201 | 1 | | | | | | | | PPROVAL | |
| Washington, D.C. 20549 | | | | | COMMISSION | OMB Number: | 3235-0287 | | | |
| Check this if no long subject to Section 16 Form 4 or | box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | Expires: Estimated a burden hou response | urs per | |
| Form 5 obligation may conti <i>See</i> Instru 1(b). | $\frac{1}{1}$ Section 17(a) | | | | | | | | | |
| (Print or Type R | esponses) | | | | | | | | | |
| DIERCKSEN JOHN W Symbol | | | suer Name and Ticker or Trading bl ULAR INC [BPOP] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (N | | 3. Date of Earliest Transaction (Chec | | | | k all applicable) | | | |
| P O BOX 362708 (Month/E 04/26/2 (Street) 4. If Ame | | | (Month/Day/Year) 04/26/2016 | | | | X_ Director 10% Owner Officer (give title below) Other (specify below) | | | |
| | | | mendment, Date Original Ionth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| SAN JUAN, | PR 00936-2708 | | | | | | Person | More than One R | eporting | |
| (City) | (State) | (Zip) Ta | ble I - Non-D | erivative S | Securi | ties Ac | quired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | e 2A. Deemed Execution Date, any (Month/Day/Yea | Code | TransactionAcquired (A) or Code Disposed of (D) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | |
| Stock Par Value \$0.01 per share | 04/26/2016 | | A <u>(1)</u> | 4,974 | А | \$0 | 13,440.164 (2) | D | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | 7. Title Amoun Underl Securit (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr |
|---|---|---|---|--|--|---------------------|--------------------|---|--|---|---|
| | | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| I B | Director | 10% Owner | Officer | Other | | | |
| DIERCKSEN JOHN W | | | | | | | |
| P O BOX 362708 | Х | | | | | | |
| SAN JUAN, PR 00936-2708 | | | | | | | |
| Signatures | | | | | | | |
| Marie Reyes-Rodriguez, Attorney-in-fact | | 04/28/ | 2016 | | | | |

<u>**</u>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) 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) Includes 40.164 shares acquired pursuant to reinvestment of dividends paid by the Corporation and which are exempt under Section 16 of the Securities Exchange Act.

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.