CESTERO LUIS E.

Form 5

\$0.01 per share

February 14, 2018

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer CESTERO LUIS E. Symbol POPULAR INC [BPOP] (Check all applicable) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/31/2017 below) below) POBOX 362708 Executive Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Transaction (A) or Disposed of Ownership Indirect Execution Date, if Securities Form: Direct (Instr. 3) Code (D) Beneficially Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) (A) Fiscal Year (Instr. 4) or (Instr. 3 and 4) Amount (D) Price Common Stock Par Â Â J(1)Value 12/31/2017 87.043 A \$0 14,478.217 D \$0.01 per share Common Stock Par Â Â Value 12/31/2017 $J^{(2)}$ 12.843 A \$0 14,491.06 D

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

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SEC 2270 (9-02)

of D

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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exerc Expiration Day/ (Month/Day/	Date	7. Title and Amount of Underlying Securities		8. Price of Derivative Security (Instr. 5)	
	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)			
				(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

Reporting Owners

Reporting Owner Name / Address			Relationships
	ъ.	100/0	0.00

Director 10% Owner Officer Other

CESTERO LUIS E.

P O BOX 362708 Â Â Executive Vice President Â

SAN JUAN, PRÂ 00936-2708

Signatures

Marie Reyes-Rodriguez, Attorney-in-fact 02/14/2018

**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) Shares acquired pursuant to reinvestment of dividends paid by the Corporation and which are exempt under Section 16 of the Securities Exchange Act.
- (2) Acquired under Popular Inc. Puerto Rico Savings and Investment Plan in exempt transactions pursuant to Rule 16(b)(3) during calendar year 2017.

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.

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