

BANK OF MONTREAL /CAN/  
Form FWP  
July 14, 2016

Filed Pursuant to Rule 433 under the Securities Act of 1933  
Registration Statement File No. 333-196387

**Pricing Term Sheet**

**Dated July 13, 2016**

**Bank of Montreal**

**US\$2,000,000,000**

**Senior Medium-Term Notes, Series C**

**consisting of**

**US\$1,600,000,000 1.500% Senior Notes due 2019**

**US\$400,000,000 Floating Rate Notes due 2019**

**US\$1,600,000,000 1.500% Senior Notes due 2019 (the Fixed Rate Notes )**

|                                            |                                                                        |
|--------------------------------------------|------------------------------------------------------------------------|
| <b>Issuer:</b>                             | Bank of Montreal (the Bank )                                           |
| <b>Aggregate Principal Amount Offered:</b> | US\$1,600,000,000                                                      |
| <b>Maturity Date:</b>                      | July 18, 2019                                                          |
| <b>Price to Public:</b>                    | 99.904%, plus accrued interest, if any, from July 18, 2016.            |
| <b>Underwriting Commission:</b>            | 0.250% per Fixed Rate Note.                                            |
| <b>Net Proceeds to the Bank after</b>      |                                                                        |
| <b>Underwriting Commission and Before</b>  |                                                                        |
| <b>Expenses:</b>                           | US\$1,594,464,000                                                      |
| <b>Coupon:</b>                             | 1.500%                                                                 |
| <b>Interest Payment Dates:</b>             | January 18 and July 18 of each year, beginning on<br>January 18, 2017. |
| <b>Regular Record Dates:</b>               | January 3 and July 3                                                   |
| <b>Benchmark Treasury:</b>                 | 0.875% due June 15, 2019                                               |

|                                      |                                                                                                                   |
|--------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| <b>Benchmark Treasury Yield:</b>     | 0.783%                                                                                                            |
| <b>Spread to Benchmark Treasury:</b> | T + 75 basis points                                                                                               |
| <b>Re-offer Yield:</b>               | 1.533%                                                                                                            |
| <b>Trade Date:</b>                   | July 13, 2016                                                                                                     |
| <b>Settlement Date:</b>              | July 18, 2016; T+3                                                                                                |
| <b>Redemption Provisions:</b>        | The Fixed Rate Notes may be redeemed upon the<br>occurrence of certain events pertaining to<br>Canadian taxation. |
| <b>CUSIP:</b>                        | 06367T HQ6                                                                                                        |

**Denominations:**

US\$2,000 and multiples of US\$1,000 in excess thereof.

**Joint Book-Running Managers:**

BMO Capital Markets Corp.

Citigroup Global Markets Inc.

Goldman, Sachs & Co.

Wells Fargo Securities, LLC

**Co-Managers:**

Barclays Capital Inc.

Credit Suisse Securities (USA) LLC

Desjardins Securities Inc.

Deutsche Bank Securities Inc.

HSBC Securities (USA) Inc.

J.P. Morgan Securities LLC

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

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**US\$400,000,000 Floating Rate Notes due 2019 (the Floating Rate Notes )**

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|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Issuer:</b>                                      | Bank of Montreal (the Bank )                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Aggregate Principal Amount Offered:</b>          | US\$400,000,000                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Maturity Date:</b>                               | July 18, 2019                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Price to Public:</b>                             | 100.000%, plus accrued interest, if any, from July 18, 2016.                                                                                                                                                                                                                                                                                                                                                          |
| <b>Underwriting Commission:</b>                     | 0.250% per Floating Rate Note.                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Net Proceeds to the Bank after</b>               |                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Underwriting Commission and Before Expenses:</b> | US\$399,000,000                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Coupon:</b>                                      | For each Interest Period, the then-applicable Three-Month LIBOR rate for U.S. dollars, determined on the Interest Determination Date for that Interest Period, plus 0.650% (65 basis points). In no event will the interest on the Floating Rate Notes be less than zero.                                                                                                                                             |
| <b>Interest Payment Dates:</b>                      | January 18, April 18, July 18, and October 18 of each year, beginning on October 18, 2016 (each, a Floating Rate Interest Payment Date ).                                                                                                                                                                                                                                                                             |
| <b>Regular Record Dates:</b>                        | January 3, April 3, July 3, and October 3.                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Interest Determination Dates:</b>                | The second London Business Day immediately preceding the applicable interest reset date (as provided for below). The Interest Determination Date for the initial Interest Period will be the second London Business Day immediately preceding the Settlement Date.                                                                                                                                                    |
| <b>Interest Reset Date:</b>                         | Each Floating Rate Interest Payment Date.                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Interest Period:</b>                             | The period commencing on any Floating Rate Interest Payment Date (or, with respect to the initial Interest Period only, commencing on July 18, 2016) to, but excluding, the next succeeding Floating Rate Interest Payment Date, and in the case of the last such period, from and including the Floating Rate Interest Payment Date immediately preceding the Maturity Date to but not including such Maturity Date. |
| <b>London Business Day:</b>                         | Any day on which dealings in U.S. dollars are transacted in the London interbank market.                                                                                                                                                                                                                                                                                                                              |
| <b>Three-Month LIBOR:</b>                           | For any Interest Determination Date, the offered rate for deposits in the London interbank market in U.S. dollars having an index maturity of three months, as                                                                                                                                                                                                                                                        |

of approximately 11:00 a.m., London time, on such Interest Determination Date. LIBOR will be determined by the offered rate appearing on the Reuters screen LIBOR01 page or any replacement page or pages on which London interbank rates of major banks for U.S. dollars are displayed (such determination to be made as set forth in the prospectus supplement accompanying the pricing supplement).

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Day Count:</b>                   | Actual/360.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Day Count Convention:</b>        | If any Floating Rate Interest Payment Date falls on a day that is not a business day for the Floating Rate Notes, the Bank will postpone the making of such interest payment to the next succeeding business day (and interest thereon will continue to accrue to but excluding such succeeding business day) unless the next succeeding business day is in the next succeeding calendar month, in which case such Floating Rate Interest Payment Date shall be the immediately preceding business day and interest shall accrue to but excluding such preceding business day. If the Maturity Date or a redemption date for the Floating Rate Notes would fall on a day that is not a business day, the payment of interest and principal will be made on the next succeeding business day, but no additional interest shall accrue and be paid unless the Bank fails to make payment on such next succeeding business day. |
| <b>Calculation Agent:</b>           | BMO Capital Markets Corp. For each Interest Period, the Calculation Agent will calculate the amount of accrued interest by multiplying the principal amount of the Floating Rate Note by an accrued interest factor for the Interest Period. This factor will equal the sum of the interest factors calculated for each day during the Interest Period. The interest factor for each day will be expressed as a decimal and will be calculated by dividing the interest rate, also expressed as a decimal, applicable to that day by 360.                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Redemption Provisions:</b>       | The Floating Rate Notes may be redeemed upon the occurrence of certain events pertaining to Canadian taxation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Trade Date:</b>                  | July 13, 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Settlement Date:</b>             | July 18, 2016; T+3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>CUSIP:</b>                       | 06367T HR4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Denominations:</b>               | US\$2,000 and multiples of US\$1,000 in excess thereof.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Joint Book-Running Managers:</b> | BMO Capital Markets Corp.<br><br>Citigroup Global Markets Inc.<br><br>Goldman, Sachs & Co.<br><br>Wells Fargo Securities, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |



**Co-Managers:**

Barclays Capital Inc.  
Credit Suisse Securities (USA) LLC  
Desjardins Securities Inc.  
Deutsche Bank Securities Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities LLC  
Lloyds Securities Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Morgan Stanley & Co. LLC

**The Bank has filed a registration statement (File No. 333-196387) (including a pricing supplement, a prospectus supplement and a prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read those documents and the documents incorporated therein by reference that the Bank has filed with the SEC for more complete information about the Bank and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternately, the Bank, any underwriter or any dealer participating in the offering will arrange to send you the pricing supplement, the prospectus supplement and the prospectus if you request them by calling BMO Capital Markets Corp. toll-free at 1-866-864-7760, Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Goldman, Sachs & Co. toll-free at 1-866-471-2526 or Wells Fargo Securities, LLC toll-free at 1-800-645-3751.**