POPULAR INC Form 4 March 15, 2016

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or DWNERSHIP OF Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or 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

1(b).

share

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GONZALEZ ILEANA | | | Symbol | Name and | Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|---|--------------------------------|---------------------------------|--|--|---|---|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | •• | | | | |
| PO BOX 362708 | | | (Month/D 03/11/20 | • | | below) | or 10 r (give title Ot below) xecutive Vice President | | | |
| | | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| SAN JUAN | 08 | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ar) Execution | med on Date, if Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following | Form: Direc | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |

| Security (Instr. 3) | (Month/Day/Year) | Month/Day/Year) Execution Date, if any (Month/Day/Year) | | Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | | Securities Form: Di Beneficially (D) or Owned Indirect (Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) | | Beneficial | |
|--|------------------|---|--------|---|-----|--------------|--|---|---------------|--|
| Common Stock Par | | | Code V | | (D) | Price | | | | |
| Value \$0.01 per share | 03/11/2016 | | F | 2,071 | D | 26.69 (1) | 32,462 | D | | |
| Common Stock Par Value \$0.01 per | | | | | | | 3,443 | I | by husband | |

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

Edgar Filing: POPULAR INC - Form 4

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 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | | le and | 8. Price of | 9. Nu |
|-----------------------|-------------|---------------------|--------------------|-------------|------------------------|---------------|------------|--------|------------|-------------|--------|
| Derivative Conversion | | (Month/Day/Year) | Execution Date, if | Transaction | onNumber Expiration Da | | ate | Amou | unt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Unde | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | rities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | ` | Í | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | · · |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | č | |
| | | | | | | LACICISABIC | Dute | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GONZALEZ ILEANA PO BOX 362708 SAN JUAN, PR 00936-2708

Executive Vice President

Signatures

Marie Reyes-Rodriguez, Attorney-in-fact

03/15/2016

**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) Based on the closing price of the common stock on February 27, 2016, the vesting date.
- (2) Ms. Gonzalez disclaims beneficial ownership of Popular Inc.'s shares held by her husband.

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.

Reporting Owners 2