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| POPULAR INC Form 4 January 29, 2016UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549Filed 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 30(h) of the Investment Company Act of 1940 | | | | | | | OMB Number: Expires: Estimated a burden hou response | irs per | | |
|--|---|---|--|---|---|-----------|--|--|-----------|--|
| (Print or Type Respo | onses) | | | | | | | | | |
| GUERRERO JUAN Symbol | | | er Name and Ticker or Trading LAR INC [BPOP] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Middle) 3. Date of 1 (Month/Da P. O. BOX 362708 01/27/20 | | | - | | | | Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President | | | |
| SAN JUAN, PR | ndment, Date Original th/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 | | | | | |
| | (State) (Zip | p) Tabl | I Non De | | oouri | tion A of | Person quired, Disposed o | f or Ponoficia | lly Ownod | |
| 1.Title of 2.7 | Transaction Date 2 Ionth/Day/Year) H | 2A. Deemed Execution Date, if any | 3. Transactio Code (Instr. 8) Code V | 4. Securit nAcquired Disposed (Instr. 3, 4 | ies (A) o of (D | r) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | - | |
| Stock Par | 1/27/2016 | | A <u>(1)</u> | 7,619 | A | \$0 | 53,723 <u>(2)</u> | D | | |
| Stock Par Value \$0.01 per share | | | | | | | 10 | I | by wife | |

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

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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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transactio Code (Instr. 8) | of | | Date | 7. Title Amoun Underl Securit (Instr. 3 | nt of ying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo |
|---|---|---|--|----------------------|---------------------|--------------------|---|--|---|---|
| | | | | Disposed of (D) | | | | | | Trans (Instr |
| | | | | (Instr. 3, 4, and 5) | | | | | | |
| | | | Code V | (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 | | | | |
| GUERRERO JUAN P. O. BOX 362708 SAN JUAN, PR 00936-2708 | | | Executive Vice President | | | | | |
| Signatures | | | | | | | | |
| Marie Reyes-Rodriguez, Attorney-in-fact | 01/29/2016 | | | | | | | |
| **Signature of Reporting Person | | Date | e | | | | | |

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).
- Award of restricted stock pursuant to Popular, Inc.'s Omnibus Incentive Plan. Eighty percent (80%) of the award vests in equal annual
 (1) installments on each of the first four (4) anniversaries of the grant date, and twenty percent (20%) of the award vests upon termination of the executive's employment after attaining (x) age 55 with 10 years of service or (y) age 60 with 5 years of service.
- (2) Includes 236 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.