

CARRION RICHARD L
 Form 4/A
 May 22, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CARRION RICHARD L

(Last) (First) (Middle)
 PO BOX 362708
 (Street)

SAN JUAN, PR 00936-2708

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 POPULAR INC [BPOP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/16/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/17/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/16/2005 | 02/16/2005 | A ⁽¹⁾ | | 60,689 | A | \$ 0 |
| Common Stock | | | | | | | 672,525 |
| Common Stock | | | | | | | 51,216 |
| Common Stock | | | | | | | 2,000 |
| Common Stock | | | | | | | 1,704,535 ⁽²⁾ |
| | | | | | | I | Junior Investment ⁽³⁾ |

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

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARRION RICHARD L PO BOX 362708 SAN JUAN, PR 00936-2708 | X | | Chairman & CEO | |

Signatures

Marie Reyes-Rodriguez,
Attorney-in-fact

05/22/2013

**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 restrictions on such restricted stock lapse upon retirement of the executive officers.
- (2) Represents Mr. Carrion's ownership of 18.27% in Junior Investment ("Junior Investment") Corporation, which owned 9,329,692 shares as of the date of the original filing.

This amended filing is being made solely to correct Mr. Carrion's indirect ownership in Popular, Inc. Common Stock as a result of his ownership in Junior Investment Corporation ("Junior Investment"). In January 2005, Junior Investment effected a recapitalization pursuant to which it issued shares of preferred stock to one of its shareholders in exchange for a portion of such shareholder's common stock in Junior Investment. As a result of this transaction and the corresponding reduction in the common stock of Junior Investment outstanding, Mr. Carrion's ownership interest in Junior Investment increased from 17.89% to 18.27%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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