

POPULAR INC
Form 424B5
April 16, 2010

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-159960

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------------------|-------------------------------|
| Depository Shares, each representing 1/40 th of a share of Contingent Convertible Perpetual Non-Cumulative Preferred Stock, Series D | \$1,150,000,000(1) | \$81,995(2) |
| Contingent Convertible Perpetual Non-Cumulative Preferred Stock, Series D, no par value, with a liquidation preference of \$1,000 per share | Not applicable (3) | Not applicable (3) |
| Common Stock, par value \$.01 per share, issuable upon conversion of the Contingent Convertible Perpetual Non-Cumulative Preferred Stock, Series D | Not applicable (3) | Not applicable (3) |

- (1) Includes
Depository
Shares to be
sold upon
exercise of the
underwriters
option to
purchase
additional
shares. See
Underwriting.
- (2) The filing fee is
calculated in
accordance with
Rule 457(r)
under the
Securities Act of
1933, as
amended.
- (3) Pursuant to Rule
457(i) under the
Securities Act of
1933, as
amended, the
registration fee
shall be
calculated only
on the basis of
the price of the
depositary

shares, and, therefore, the underlying preferred stock and the common stock issuable upon the conversion of the preferred stock shall not be included for purposes of calculating the registration fee.