VAZQUEZ CARLOS J

Form 4 May 22, 2012

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VAZQUEZ CARLOS J			2. Issuer Name a Symbol POPULAR IN	nd Ticker or Trading C [BPOP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction	(Che	ek an applicable)		
P.O. BOX 3	62708		(Month/Day/Year) 05/18/2012		Director X Officer (gives below)	ve title 10% Owner Other (specify below) EVP		
	(Street)		4. If Amendment,	Date Original	6. Individual or J	Joint/Group Filing(Check		
SAN JUAN	, PR 00936-	2708	Filed(Month/Day/Y	ear)	•	One Reporting Person More than One Reporting		
(City)	(State)	(Zip)	Table I - Nor	n-Derivative Securities Acc		of, or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature of		

(City)	(State)	(Zip) Tabl	le I - Non-L	Derivative S	Securi	ties Acq	uired, Disposed (of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (A) or		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)	
Common Stock Par Value \$0.01 per share	05/18/2012	05/18/2012	F	35,361	D (1)		454,574	D	
Common Stock Par Value \$0.01 per share							187,600	I	Family Members

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

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SEC 1474 (9-02)

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

1. Title o		3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivativ Security (Instr. 3)	e Conversion or Exercise Price of Derivative Security	or Exercise Price of Derivative	Execution Date, if any (Month/Day/Year)	Securities Acquired (A) or	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			Underlying S	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VAZQUEZ CARLOS J P.O. BOX 362708

EVP

SAN JUAN, PR 00936-2708

Signatures

Marie Reyes-Rodriguez, Attorney-in-fact

05/22/2012

**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) Represents witholding of restricted stock to satisfy the reporting person's tax withholding obligation upon vesting of restricted stock.
- (2) Shares held by various family members over which Mr. Vazquez has investment authority.

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.

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