

POPULAR INC
Form 4
January 30, 2014

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 *
GOEL DAVID E.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

P. O. BOX 362708

01/28/2014

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN JUAN, PR 00936-2708

(City) (State) (Zip)

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)
Common Stock Par Value \$0.01 per share	01/28/2014	01/28/2014	S	7,641	D 28.34 20,368 ⁽²⁾	I	Matrix Capital Management Fund II, LP ⁽³⁾
Common Stock Par Value \$0.01 per share	01/29/2014	01/29/2014	S	5,731	D 27.74 14,637 ⁽²⁾	I	Matrix Capital Management Fund II, LP ⁽³⁾
Common Stock Par Value	01/30/2014	01/30/2014	S	5,731	D \$ 26.6 8,906 ⁽²⁾	I	Matrix Capital

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Value \$0.01 per share									Management Fund II, LP (3)
Common Stock Par Value \$0.01 per share	01/28/2014	01/28/2014	S	392,359	D	\$ 28.34 (1)	1,045,808 (2)	I	By Matrix Capital Management Master Fund, LP (3)
Common Stock Par Value \$0.01 per share	01/29/2014	01/29/2014	S	294,269	D	\$ 27.74 (4)	751,539 (2)	I	By Matrix Capital Management Master Fund, LP (3)
Common Stock Par Value \$0.01 per share	01/30/2014	01/30/2014	S	294,269	D	\$ 26.6 (5)	457,270 (2)	I	By Matrix Capital Management Master Fund, LP (3)
Common Stock Par Value \$0.01 per share							2,398	D	

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

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.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

