POPULAR INC Form 4 January 30, 2014

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

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

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OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction 1(b).

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	5. Relationship of Reporting Person(s) to Issuer			
			POPULAR INC [BPOP]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
P. O. BOX 362708 (Street)			(Month/Day/Year)	X Director 10% Owner Officer (give title Other (specify			
			01/28/2014	below) below)			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
CAN HIAN DD 00026 2700				_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN JUAN, PR 00936-2708				Person			

(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)	(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	01/28/2014	01/28/2014	S	7,641	D	\$ 28.34 (1)	20,368 (2)	I	Matrix Capital Management Fund II, LP	
Common Stock Par Value \$0.01 per share	01/29/2014	01/29/2014	S	5,731	D	\$ 27.74 (4)	14,637 (2)	I	Matrix Capital Management Fund II, LP	
Common Stock Par	01/30/2014	01/30/2014	S	5,731	D	\$ 26.6 (5)	8,906 (2)	I	Matrix Capital	

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Value \$0.01 per share									Management Fund II, LP
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 <u>(2)</u>	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.

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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 of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	unt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)
	Derivative				Securities			(Instr	. 3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A manust	
									Amount	
						Date	Expiration	Title	Or	
						Exercisable	Date		Number of	
				Codo V	(A) (D)					
				Code V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOEL DAVID E.
P. O. BOX 362708 X

SAN JUAN, PR 00936-2708

Signatures

Marie Reyes-Rodriguez, Attorney-in-fact

01/30/2014

**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).
- This price is a weighted average price. These shares were sold in multiple transactions ranging from \$28.20 to \$28.59, inclusive. The reporting person undertakes to provide to the Corporation, any security holder of the Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The Amount of Securities Beneficially Owned by Matrix Capital Management II, LP and Matrix Capital Management Master Fund, LP
 has been adjusted from the last Form 4 (Statement of Changes in Beneficial Ownership) filed by the Reporting Person to give effect to
 transfers of shares of common stock, par value \$0.01 per share, between the two funds in connection with quarterly rebalancing
 transactions occurring prior to the transactions reported herein.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- This price is a weighted average price. These shares were sold in multiple transactions ranging from \$27.30 to \$28.26, inclusive. The reporting person undertakes to provide to the Corporation, any security holder of the Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- This price is a weighted average price. These shares were sold in multiple transactions ranging from \$26.35 to \$27.22, inclusive. The reporting person undertakes to provide to the Corporation, any security holder of the Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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