

POPULAR INC  
Form 5  
February 14, 2017

**FORM 5**

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
**CHINEA MANUEL**

(Last) (First) (Middle)

**P O BOX 362708**

(Street)

**SAN JUAN, PR 00936-2708**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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	12/31/2016	Â	J <sup>(1)</sup>	108.183 A	\$ 0 12,528.003	D	Â

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  
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SEC 2270  
(9-02)

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

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	Â	05/20/2016 <sup>(3)</sup>	Â	A4 <sup>(4)</sup>	544.372 <sup>(5)</sup>	Â Â <sup>(6)</sup> Â <sup>(6)</sup>	Common Stock Par Value \$0.01 per share 544.372 <sup>(5)</sup>
Phantom Stock	Â	12/31/2016	Â	J <sup>(1)</sup>	31.94	Â Â <sup>(6)</sup> Â <sup>(6)</sup>	Common Stock Par Value \$0.01 per share 31.94

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHINEA MANUEL P O BOX 362708 SAN JUAN,Â PRÂ 00936-2708	Â	Â	Â Executive Vice President	Â

## Signatures

Marie Reyes-Rodriguez,  
Attorney-in-fact

02/14/2017

        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) Shares acquired pursuant to reinvestment of dividends paid by the Corporation and which are exempt under Section 16 of the Securities Exchange Act.
- (2) Each share of phantom stock is the economic equivalent of one share of the Corporation's common stock.
- (3) Transactions took place between January 4, 2016 and May 20, 2016.
- (4) Shares were acquired under the Popular North America Deferral Plan.
- (5) Includes 13.602 shares acquired pursuant to reinvestment of dividends paid by the Corporation and which are exempt under Section 16 of the Securities Exchange Act of 1934.
- (6) Shares of phantom stock are payable following the termination of the reporting person's employment with the Corporation. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- (7)

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This price is a weighted average price. These shares were acquired in multiple transactions ranging from \$24.14 to \$30.63, inclusive. The reporting person undertakes to provide 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 acquired 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 provided 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.