

Vizcarrondo Jose R
Form 4/A
December 29, 2005

FORM 4

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).

**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: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Vizcarrondo Jose R

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)

P O BOX 9417

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2005

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/19/2005

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 00908-0417

(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 \$6 per share	12/19/2005	12/19/2005	X ⁽¹⁾	2,282 A \$ 21	60,519	D	
Common Stock Par Value \$6 per share	12/22/2005	12/22/2005	X ⁽¹⁾	5,500 A \$ 21	66,019	D	
Common Stock Par Value \$6 per share					299,163	I	DMI Pension Trust ⁽²⁾

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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 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Subscription Right (Right to Buy)	\$ 21	12/19/2005	12/19/2005	A ⁽³⁾		2,282 ⁽⁴⁾		12/19/2005	12/19/2005	Common Stock Par Value \$6 per share	2,282
Common Stock Subscription Right (Right to Buy)	\$ 21	12/19/2005	12/19/2005	X ⁽¹⁾			2,282 ⁽⁴⁾	12/19/2005	12/19/2005	Common Stock Par Value \$6 per share	2,282
Common Stock Subscription Right (Right to Buy)	\$ 21	12/22/2005	12/22/2005	A ⁽³⁾		5,500 ⁽⁵⁾		12/22/2005	12/19/2005	Common Stock Par Value \$6 per share	5,500
Common Stock Subscription Right (Right to Buy)	\$ 21	12/22/2005	12/22/2005	X ⁽¹⁾			5,500 ⁽⁵⁾	12/22/2005	12/19/2005	Common Stock Par Value \$6 per share	5,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vizcarrondo Jose R P O BOX 9417	X			

SAN JUAN, PR 00908-0417

Signatures

Jose R
Vizcarrondo 12/29/2005

__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) Exercise of Common Stock Subscription Rights.
- (2) Shared Voting power. Mr. Vizcarrondo disclaims beneficial ownership of these shares.
- (3) Represents the acquisition of subscription rights pursuant to a pro rata grant to shareholders of Popular, Inc.
- (4) Represents rights to acquire shares pursuant to the report person's basic subscriptions rights.
- (5) Represents rights to acquire additional shares in excess of the reporting person's basic subscription rights pursuant to an overs ubscription right.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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