

Odell Lawrence
Form 4
March 25, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Odell Lawrence

(Last) (First) (Middle)

P.O. BOX 9146

(Street)

SAN JUAN, PR 00908-0146

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FIRST BANCORP /PR/ [FBP]

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

03/21/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
First BanCorp Common Stock	03/21/2019		F	8,416 (1)	D \$ 11.16	181,877	D
First BanCorp Common Stock	03/21/2019		A	7,649 (2)	A (2)	189,526	D
First BanCorp Common Stock						1,333 (3)	I Reporting Person's Children

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

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(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 Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Share Unit	(4)	03/21/2019		A	11,472	(4) 03/21/2022	Common Stock 11,472

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Odell Lawrence P.O. BOX 9146 SAN JUAN, PR 00908-0146	EVP and General Counsel

Signatures

/s/Lawrence
Odell 03/25/2019

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 withheld to cover taxes related to a restricted stock that vested on March 21, 2019 pursuant to the terms of the restricted stock award made on March 21, 2017.
- (2) Shares of restricted stock issued pursuant to the First BanCorp Omnibus Incentive Plan, as amended. The shares shall fully vest solely on the basis of the passage of time over a three year period, with 50% vesting on year two or March 21, 2021 and the remaining 50% vesting on year three or March 21, 2022.
- (3) 1,333 shares were acquired for the benefit of the reporting person's children.
- (4) Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. Each performance right represents a contingent right to receive one share of FBP common stock. At the end of the performance period, 100%

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of the award is paid in common stock free of restrictions. If the final amount is less than 100% of the share units, the balance is forfeited to the Corporation.

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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