

REXACH FRANCISCO M JR
Form 4
March 03, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REXACH FRANCISCO M JR

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)
PO BOX 362708

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2006

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

SAN JUAN, PR 00936-2708

(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock Par Value \$6 per share | 02/07/2006 | 02/07/2006 | W ⁽¹⁾ | | 32,772 | A | \$ 0 251,757 | D | |
| Common Stock Par Value \$6 per share | 03/01/2006 | 03/01/2006 | J ⁽²⁾ | | 1,800 | A | \$ 0 253,557 | D | |
| Common Stock Par Value \$6 per share | 02/07/2006 | 02/07/2006 | W | | 196,600 ⁽³⁾ | D | \$ 0 0 | I | Note ⁽¹⁾ |

Common Stock Par Value \$6 per share 45,792 I Note 2 ⁽⁴⁾

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. 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 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) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REXACH FRANCISCO M JR PO BOX 362708 SAN JUAN, PR 00936-2708 | | X | | |

Signatures

Francisco M. Rexach 03/03/2006

**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) Acquired from the Rexach Navas Living Trust in a distribution exempt from the reporting requirements of Section 16.
- (2) Acquired as repayment of loan granted by Mr. Rexach.

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- (3) Includes 163,828 shares of Rexach Navas Living Trust which were previously reported as being indirectly own by Mr. Rexach.
- (4) As President and Shareholder of Capital Assets with 45,792 shares of Popular Inc.

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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