

POPULAR INC  
Form 424B5  
April 16, 2010

Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-159960

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee
Depository Shares, each representing 1/40 <sup>th</sup> of a share of Contingent Convertible Perpetual Non-Cumulative Preferred Stock, Series D	\$1,150,000,000(1)	\$81,995(2)
Contingent Convertible Perpetual Non-Cumulative Preferred Stock, Series D, no par value, with a liquidation preference of \$1,000 per share	Not applicable (3)	Not applicable (3)
Common Stock, par value \$.01 per share, issuable upon conversion of the Contingent Convertible Perpetual Non-Cumulative Preferred Stock, Series D	Not applicable (3)	Not applicable (3)

- (1) Includes Depository Shares to be sold upon exercise of the underwriters option to purchase additional shares. See Underwriting.
- (2) The filing fee is calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.
- (3) Pursuant to Rule 457(i) under the Securities Act of 1933, as amended, the registration fee shall be calculated only on the basis of the price of the depositary

shares, and, therefore, the underlying preferred stock and the common stock issuable upon the conversion of the preferred stock shall not be included for purposes of calculating the registration fee.