

POPULAR INC  
Form 8-A12B  
May 28, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Popular, Inc.**

(Exact name of registrant as specified in its charter)

**(787) 765-9800**

(Registrant's telephone number, including area code)

**Puerto Rico**

(State of incorporation or organization)

66-0667416

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(I.R.S. Employer Identification No.)

**Popular Center Building**

**209 Muñoz Rivera Avenue, Hato Rey**

**San Juan, Puerto Rico 00919**

(Address of principal executive offices)

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b>                       | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>8.25% Non-cumulative Monthly Income Preferred<br/>Stock, Series B</b> | <b>NASDAQ Stock Market</b>   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-135093 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the 8.25% Non-cumulative Monthly Income Preferred Stock, Series B, of Popular, Inc. (the Company) is contained in the Prospectus Supplement filed with the Securities and Exchange Commission (the Commission) on May 22, 2008 (the Prospectus Supplement), pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended. The Prospectus Supplement supplements the Prospectus (the Prospectus) contained in the Company's Registration Statement on Form S-3 (File No. 333-135093), which was filed with the Commission on June 6, 2006. The Prospectus Supplement and the information set forth under Description of Capital Stock Preferred Stock in the Prospectus are incorporated herein by reference.

**Item 2. Exhibits.**

1. Composite Articles of Incorporation of the Company, as currently in effect (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005).
2. Bylaws of the Company, as amended (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007).
3. Certificate of Designation creating the 8.25% Non-cumulative Monthly Income Preferred Stock, Series B.\*
4. Form of certificate representing the 8.25% Non-cumulative Monthly Income Preferred Stock, Series B.\*
5. The Prospectus Supplement, incorporated herein by reference to the registrant's filing pursuant to Rule 424(b), filed on May 22, 2008.

\* Filed herewith

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 28, 2008

**POPULAR, INC.**

By: /s/ Richard Barrios

Name: Richard Barrios

Title: Senior Vice President and Treasurer