

POPULAR INC
Form 424B2
December 29, 2005

Filed Pursuant to Rule 424(b)(2)
File No. 333-111007

Explanatory Note

This Pricing Supplement is being filed pursuant to Rule 424(b)(2) under the Securities Act solely for the purpose of correcting the reference to the SEC file number contained in the 424(b)(2) filed on December 12, 2005. The correct file number is No. 333-111007.

Pricing Supplement, dated December 8, 2005
to Prospectus dated December 29, 2003
Popular, Inc.
Medium-Term Notes, Series 5
Due From Nine Months to 30 Years From Date of Issue

| | |
|-----------------------------------|---|
| PRINCIPAL AMOUNT | \$5,000,000.00 |
| ORIGINAL ISSUE DATE | December 12, 2005 |
| MATURITY DATE | December 12, 2007 |
| GLOBAL NOTE | Yes |
| INITIAL INTEREST RATE | 4.83% |
| INTEREST RATE BASIS | 3 Month Libor |
| INDEX MATURITY | N/A |
| SPREAD | +.35% |
| INTEREST RATE RESET PERIOD | Two London business days prior to each interest reset date. |
| INTEREST PAYMENT DATES | The notes will pay interest quarterly on the 12th of March, June, September and December, commencing on March 12, 2006, and at maturity |

The proceeds from the issuance of the Note to which this Pricing Supplement relates will be used for:
General corporate purposes, including investment in, or extensions of credit to, existing and future subsidiaries

Repayment of outstanding borrowings.

| | Price to Public(1) | Underwriting Discounts and Commissions | Proceeds to Popular, Inc., Before Expenses(1) |
|------------------------|-------------------------------|---|--|
| Per Floating Rate Note | 100% | 0.25% | 99.75% |
| Total | \$ 5,000,000 | \$ 12,500 | \$ 4,987,500 |

(1)

Plus accrued
interest, if any,
from
December 12,
2005.

Delivery of the notes, in book-entry form only, will be made on or about December 12, 2005.

Neither the Securities and Exchange Commission nor any state or Commonwealth of Puerto Rico securities commission has approved or disapproved of these securities or determined if this pricing supplement, the accompanying prospectus supplement or the accompanying prospectus is truthful and complete. Any representation to the contrary is a criminal offense.

Selling Agent
Popular Securities, Inc.