

OFG BANCORP  
Form 4/A  
June 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
FERNANDEZ JOSE RAFAEL

(Last) (First) (Middle)

PO BOX 195115

(Street)

SAN JUAN PUERTO  
RICO, PR 00919-5115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
OFG BANCORP [OFG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/03/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	(D)	Price
Common Stock	06/01/2015		M		5,882	A	\$ 8.28
					225,284.688	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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Table with columns: 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. ...

Table with columns: Code, V (A) (D), Date Exercisable, Expiration Date, Title, Amount or Number of Shares. Row 1: Qualified Stock Options (1), \$ 8.28, 06/01/2015, M, 5,882, (2), 04/28/2019, Common Stock, 5,882.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: FERNANDEZ JOSE RAFAEL, PO BOX 195115, SAN JUAN PUERTO RICO, PR 00919-5115; Director: X, 10% Owner: , Officer: President & CEO, Other: .

Signatures

/s/ Jose R. Fernandez 06/03/2015

\*\*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) Awarded pursuant to the OFG Bancorp Amended and Restated 2007 Omnibus Performance Incentive Plan. These options represented a right to buy the underlying securities.
(2) This Award is exercisable at the rate of 25% per year commencing on April 28, 2011.
(3) The executive is exercising a derivative security.

Remarks:

This form is hereby amended solely to correct item 5 ("Relationship of Reporting Person(s) to Issuer") so that it states that the

The rest of the information remains as originally filed; no amendment or modification has been made to the rest of the informa

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.