

ORIENTAL FINANCIAL GROUP INC

Form 8-A12B

September 26, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**ORIENTAL FINANCIAL GROUP INC.**

*(Exact Name of Registrant as Specified in its Charter)*

Commonwealth of Puerto Rico

66-0538893

*(State of Incorporation or Organization)*

*(I.R.S. Employer  
Identification no.)*

Professional Offices Park  
1000 San Roberto Street  
San Juan, Puerto Rico

00926

*(Address of Principal Executive Offices)*

*(Zip Code)*

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), please check the following box.  x

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), please check the following box.  o

Securities Act registration statement file number to which this form relates: 333-108401

(If applicable)

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

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|---|---|
| 7.0% Noncumulative Monthly              | New York Stock Exchange                                       |
| Income Preferred Stock, Series B        |   |

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

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*(Title of Class)*

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*(Title of Class)*

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**INDEX OF EXHIBITS**

| <b>Exhibit No.</b> | <b>Description of Document</b>   |
|--------------------|--|
| 3                  | Certificate of Incorporation, as amended, of the Company (incorporated by reference from Exhibit 3 of the Company's Registration Statement No. 333-75609 on Form S-3, dated April 2, 1999).  |
| 4.1*               | Certificate of Designation designating the terms of the Series B Preferred Stock.  |
| 4.2                | Form of Series B Preferred Stock Certificate (incorporated by reference from Exhibit 4.2 of the Company's Registration Statement No. 333-108401 on Form S-3, dated August 29, 2003, as amended on September 8, 2003 and September 23, 2003). |

Filed herewith.