

BANK OF MONTREAL /CAN/  
Form 40-F  
December 02, 2014

## U.S. Securities and Exchange Commission

Washington, D.C. 20549

### Form 40-F

[Check one]

**Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934**

or

**Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended October 31, 2014

Commission File Number 001-133354

## BANK OF MONTREAL

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English (if applicable))

Canada

(Province or other jurisdiction of incorporation or organization)

6029

(Primary Standard Industrial Classification Code Number (if applicable))

Not Applicable

(I.R.S. Employer Identification Number (if applicable))

100 King Street West, 1 First Canadian Place, Toronto, Ontario, Canada M5X 1A1 (416-867-6785)

(Address and telephone number of Registrant's principal executive offices)

Colleen Hennessy, Bank of Montreal, 111 West Monroe Street, P.O. Box 755, Chicago, Illinois

60690 (312-461-7745)

(Name, address (including zip code) and telephone number (including area code)

of agent for service in the United States)

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

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**Title Of Each Class**  
Common Shares

**Name Of Each Exchange On Which Registered**  
New York Stock Exchange

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

Not Applicable

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Not Applicable

For annual reports, indicate by check mark the information filed with this Form:

Annual information form       Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Common Shares	644,129,945
Class B Preferred Shares Series 13	14,000,000
Class B Preferred Shares Series 14	10,000,000
Class B Preferred Shares Series 15	10,000,000
Class B Preferred Shares Series 16	6,267,391
Class B Preferred Shares Series 17	5,732,609
Class B Preferred Shares Series 23	16,000,000
Class B Preferred Shares Series 25	11,600,000
Class B Preferred Shares Series 27	20,000,000
Class B Preferred Shares Series 29	16,000,000
Class B Preferred Shares Series 31	12,000,000

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes       No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes       No

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## DISCLOSURE CONTROLS AND PROCEDURES

The information provided under the heading Management's Annual Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting - Disclosure Controls and Procedures (page 73) contained in the Bank's Management's Discussion and Analysis for the fiscal year ended October 31, 2014 (2014 MD&A), filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

## INTERNAL CONTROL OVER FINANCIAL REPORTING

### a. Management's annual report on internal control over financial reporting

The information provided under the heading Management's Annual Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting - Internal Control over Financial Reporting (page 73) contained in the 2014 MD&A, filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

### b. Auditor's attestation report on internal control over financial reporting

The Bank's shareholders' auditors, KPMG LLP, have issued an audit report on our internal control over financial reporting. This audit report appears on pages 121 and 122 of the Bank's Consolidated Financial Statements for the fiscal year ended October 31, 2014 (2014 Financial Statements), filed as Exhibit 99.3 to this annual report on Form 40-F and is incorporated by reference herein.

### c. Changes in internal control over financial reporting.

The information provided under the heading Management's Annual Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting - Changes in Internal Control Over Financial Reporting (page 73) contained in the 2014 MD&A, filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

## AUDIT AND CONDUCT REVIEW COMMITTEE FINANCIAL EXPERT

The information provided under the heading Audit and Conduct Review Committee Information - Composition of the Audit and Conduct Review Committee (pages 13 and 14) identifying the Audit and Conduct Review Committee Financial Experts, and confirming the independence of the Audit and Conduct Review Committee Financial Experts, as set forth in the Bank's Annual Information Form (dated December 2, 2014), filed as Exhibit 99.1 to this annual report on Form 40-F, is incorporated by reference herein.

## CODE OF ETHICS

The Bank has adopted *FirstPrinciples*, its code of business conduct and ethics, which is applicable to every director and employee of the Bank. *FirstPrinciples* is available on the Bank's website [www.bmo.com](http://www.bmo.com) and is available in print without charge to any shareholder upon request.

### **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information provided under the heading Shareholders Auditors Services and Fees Shareholders Auditors Fees and Pre-Approval Policies and Procedures (page 74) contained in the 2014 MD&A, filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The information provided under the heading Off-Balance Sheet Arrangements (page 70) contained in the 2014 MD&A, filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

### **TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

The information provided under the heading Note 32: Contractual Maturities of Assets and Liabilities and Off-Balance Sheet Commitments (page 186) as set forth in the 2014 Financial Statements, filed as Exhibit 99.3 to this annual report on Form 40-F, is incorporated by reference herein.

### **IDENTIFICATION OF THE AUDIT AND CONDUCT REVIEW COMMITTEE**

The information provided under the heading Audit and Conduct Review Committee Information Composition of the Audit and Conduct Review Committee (pages 13 and 14) identifying the Bank's Audit and Conduct Review Committee and confirming the independence of the Audit and Conduct Review Committee as set forth in the Bank's Annual Information Form (dated December 2, 2014), filed as Exhibit 99.1 to this annual report on Form 40-F, is incorporated by reference herein.

### **NOTE ON CERTAIN ACTIVITIES**

In 2013 and 2014, the Bank maintained a personal chequing account with a Canadian resident citizen that appears on the Specially Designated Nationals (SDN) list of the U.S. Treasury Department's Office of Foreign Assets Control (OFAC) under Executive Order 13224 (the Executive Order). The Bank continues to maintain this account and monitors its use.

In 2014, the Bank maintained personal savings and chequing accounts with a Canadian resident that was added to OFAC's SDN list in July 2014 under the Executive Order. The Bank also maintained corporate banking and credit card accounts with a company in respect of which he is reflected as owner. The Bank has terminated the banking relationship with this customer, and no longer provides him or any company that he owns any banking services.

Pursuant to Section 13(r) of the Exchange Act, the Bank is required to disclose whether it or any of its affiliates knowingly engaged in certain activities, transactions or dealings with certain individuals or entities, including those listed on OFAC's SDN list under the Executive Order. Disclosure is generally required even where the activities, transactions or dealings were conducted outside the U.S. in compliance with applicable law. The Bank is not prohibited from doing business with these customers under applicable Canadian law or regulation. Revenues and profits from these relationships were not calculated but would be considered negligible.

**UNDERTAKING**

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: Bank of Montreal

By: /s/ Thomas E. Flynn  
Thomas E. Flynn  
Chief Financial Officer  
Date: December 2, 2014

**EXHIBIT INDEX**

Exhibits	Description
99.1	Annual Information Form
99.2	Management s Discussion and Analysis for the Fiscal Year Ended October 31, 2014
99.3	Consolidated Financial Statements for the Fiscal Year Ended October 31, 2014
99.4	Consent of Independent Registered Public Accounting Firm dated December 2, 2014
99.5	Certifications of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.6	Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.7	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002