



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

January 22, 2013

Via E-mail

Mr. Richie Boucher
Group Chief Executive
The Governor and Company of the Bank of Ireland
40 Mespil Road
Dublin 4, Ireland

**Re: The Governor and Company of the Bank of Ireland
Form 20-F for the Fiscal Year Ended December 31, 2011
Filed March 29, 2012
Form 6-K Filed August 10, 2012
File No. 001-14452**

Dear Mr. Boucher:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Michael R. Clampitt

Michael Clampitt
Senior Counsel

cc: Via E-mail
Brendan Lonergan
Head of Finance Services
Bank of Ireland