



DIVISION OF  
CORPORATION FINANCE

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

July 8, 2015

Via E-mail

Thomas E. Flynn  
Chief Financial Officer  
Bank of Montreal  
100 King Street West  
1 First Canadian Place  
Toronto, Ontario, Canada M5X 1A1

**Re: Bank of Montreal  
Form 40-F for Fiscal Year Ended October 31, 2014  
Filed December 2, 2014  
File No. 001-13354**

Dear Mr. Flynn:

We have completed our review of your filing. 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 filing 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 filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Stephanie J. Ciboroski

Stephanie J. Ciboroski  
Senior Assistant Chief Accountant