



*THIRD SUPPLEMENT DATED 30 SEPTEMBER 2009
TO THE BASE PROSPECTUS DATED 14 NOVEMBER 2008*

*Santander International Debt, S.A.
Unipersonal
(incorporated with limited liability in Spain)
and*

*Santander Issuances, S.A. Unipersonal
(incorporated with limited liability in Spain)
guaranteed by*

*Banco Santander, S.A.
(incorporated with limited liability in Spain)*

€32,000,000,000 Programme for the Issuance of Debt Instruments

This Third Supplement is dated 30 September 2009

This document constitutes a Supplement to the Base Prospectus dated 14 November 2008 for the purposes of Article 13 of the Law on Prospectuses for Securities dated 10 July 2005. This Supplement has been prepared pursuant to Article 16 of the Directive 2003/71/EC (the “Prospectus Directive”) in relation to instruments (the “Instruments”) issued under the above Programme and each of Santander International Debt, S.A. Unipersonal, Santander Issuances, S.A. Unipersonal (each, an “Issuer” and together the “Issuers”) and Banco Santander, S.A. (the “Guarantor”). The Base Prospectus has been approved on 14 November 2008, by the Luxembourg Commission de Surveillance du Secteur Financier (the “CSSF”), which is the Luxembourg competent authority for the purpose of the Prospectus Directive and relevant implementing measures in Luxembourg, as a base prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in Luxembourg for the purpose of giving information with regard to the issue of Instruments under the Programme during the period of twelve months after the date thereof.

This Supplement should be read in conjunction with the Base Prospectus dated 14 November 2008 and the First and Second Supplements to the Base Prospectus dated 19 February 2009, and 19 June 2009, respectively.

Each of Santander International Debt, S.A. Unipersonal and Santander Issuances, S.A. Unipersonal (the “**Issuers**”) accept responsibility for the information contained in this Supplement and confirms that, having taken all reasonable care to ensure that such in case, the information contained in this Supplement relating to the Issuers is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

1. ISSUERS INTERIM FINANCIAL STATEMENTS FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2009

SANTANDER INTERNATIONAL DEBT, S.A. UNIPERSONAL (“Santander International”) has published an English language translation of its interim unaudited financial statements for the six-month period ended 30 June 2009, including the Auditor’s Limited Review Report thereon (the “June 2009 Santander International Financial Statements”) and SANTANDER ISSUANCES, S.A. UNIPERSONAL (“Santander Issuances”) has published an English language translation of its interim unaudited financial statements for the six-month period ended 30 June 2009, including the Auditor’s Limited Review Report thereon (the “June 2009 Santander Issuances Financial Statements”). By virtue of this Supplement the information contained in the following tables are incorporated by reference in the Base Prospectus under paragraph 13.5 of the Section denominated “Financial Information concerning the Issuer’s Assets and Liabilities, Financial Position and Profits and Losses” (Pages 32 and 33 of the Base Prospectus).

The table below set out the relevant page references in the “June 2009 Santander International Financial Statements” where the following information incorporated by reference in the Base Prospectus can be found:

Santander International Debt

	Unaudited June 2009
	Financial
Information Incorporated by Reference in this Base Prospectus	Statements
1. Auditor's Report on Review of Interim Financial Statements for the six-month period ended 30 June 2009	1
2. Balance Sheets at 30 June 2009 and the comparative financial information of Santander International at 31 December 2008	2
3. Statements of Income for the six months ended 30 June 2009 and the comparative financial information of Santander International for the six months ended 30 June 2008	3
4. Statements of changes in equity for the six month period ended 30 June 2009 and the six month period ended 30 June 2008	4-5
5. Cash Flow Statements for the six months ended 30 June 2009 and the comparative cash flow statements for Santander International for the six months ended 30 June 2008	6
6. Notes to the Interim Financial Statements for the six-month period ended 30 June 2009	7-26

The table below set out the relevant page references in the "June 2009 Santander Issuances Financial Statements" where the following information incorporated by reference in the Base Prospectus can be found:

Santander Issuances

	Unaudited June 2009
	Financial
Information Incorporated by Reference in this Base Prospectus	Statements
1. Auditor's Report on review of Interim Financial Statements for the six-month period ended 30 June 2009	1
2. Balance Sheets at 30 June 2009 and the comparative financial information of Santander Issuances for the year ended 31 December 2008	2
3. Statements of Income for the six months ended 30 June 2009 and the comparative financial information of Santander Issuances for the six months ended 30 June 2008	3
4. Statements of changes in equity for the six month period ended 30 June 2009 and the six month period ended 30 June 2008	4-5
5. Cash Flow Statements for the six months ended 30 June 2009 and the comparative cash flow statements for Santander Issuances for the six months ended 30 June 2008	6
6. Notes to the Interim Financial Information for the six-month period ended 30 June 2009	7-18

2. GUARANTOR'S FINANCIAL REPORT FOR THE FIRST HALF 2009.

BANCO SANTANDER, S.A., has published its unaudited Consolidated Income Statement and Balance Sheet contained on the Financial Report of the Guarantor for the first half 2009 (the "Financial Report June 2009"). By virtue of this Supplement the information contained in the following table is incorporated by reference in the Base Prospectus under paragraph 13.5.1 of the section denominated "Financial Information concerning the Guarantor's Assets and Liabilities, Financial Position and Profit and Losses" contained in page 70 and 71 of the Base Prospectus.

The table below set out the relevant page references in the BANCO SANTANDER, S.A. "Financial Report June 2009" where the following information incorporated by reference in the Base Prospectus can be found:

<u>Information incorporated by Reference in the Base Prospectus</u>	Financial Report June 2009 Page Reference
1. Unaudited Consolidated Income Statement for the 6 months period ended 30 June 2009	7
2. Unaudited Consolidated Balance Sheet as at 30 June 2009	11

The June 2009 Santander International Financial Statements, the June 2009 Santander Issuances Financial Statements and the Banco Santander Financial Report June 2009, have been published in the website of the Guarantor (www.santander.com), copy of such documents can be obtained from the Issuers, the Issue and Paying Agent and the Paying Agent in Luxembourg as described in "Documents on Display" on page 35 of the Base Prospectus. Any information not listed in the cross reference lists but included in the documents incorporated by reference is given for information purposes only.

This Supplement and the information incorporated by reference herein shall be published on the Luxembourg Stock Exchange website (www.bourse.lu)

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this supplement is

published have the right, exercisable within a time limit of minimum two working days after the publication of this supplement, to withdraw their acceptances.