

Pricing Supplement dated 25 July 2005

Intesa Bank Ireland p.l.c.
Issue of USD 400,000,000 Floating Rate Notes due July 2010
Guaranteed by Banca Intesa S.p.A.

under the €25,000,000,000
Global Medium Term Note Programme
Series No.209

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 28 July 2004 and the Supplemental Offering Circular dated 13 May 2005. This Pricing Supplement must be read in conjunction with such Offering Circular as so supplemented.

- | | | |
|----|-----------------------------------|--|
| 1. | (i) Issuer: | Intesa Bank Ireland p.l.c. |
| | (ii) Guarantor: | Banca Intesa S.p.A. |
| 2. | (i) Series Number: | 209 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | United States Dollars ("USD") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | USD 400,000,000 |
| | (ii) Tranche: | USD 400,000,000 |
| 5. | (i) Issue Price: | 99.954 per cent. of the Aggregate Nominal Amount |
| | (ii) Net proceeds: | USD 399,816,000 |
| 6. | Specified Denominations: | The Instruments will have a minimum denomination of USD 100,000 and may be held and transferred, and will be offered and sold, in integral multiples of USD 50,000 in excess thereof. In the event that Definitive Instruments are printed, such Definitive Instruments will have denominations of USD 100,000 and USD |

		150,000.
7.	(i) Issue Date:	27 July 2005
	(ii) Interest Commencement Date:	27 July 2005
8.	Maturity Date:	Interest Payment Date falling in July 2010
9.	Interest Basis:	Floating Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Senior
14.	Listing:	Luxembourg
15.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	Fixed Rate Note Provisions	Not Applicable
17.	Floating Rate Note Provisions	Applicable
	(i) Specified Period(s)/Specified Interest Payment Dates:	Interest will be payable quarterly in arrear on 27 January, 27 April, 27 July and 27 October of each year (each an " Interest Payment Date "), commencing on 27 October 2005, and ending on the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention
	(ii) Business Day Convention:	Modified Following Business Day Convention
	(iii) Additional Business Centre(s):	London and New York
	(iv) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(v) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Principal Paying Agent):	Not Applicable

(vi)	Screen Rate Determination:	
	- Reference Rate:	3 month USD Libor
	- Relevant Screen Page:	Telerate page 3750
	- Interest Determination Date(s):	Two Business Days prior to the first day of each Interest Period
	- Relevant Time:	11:00 a.m. London time
	- Relevant Financial Centre:	London
(vii)	ISDA Determination:	
	- Floating Rate Option:	Not Applicable
	- Designated Maturity:	Not Applicable
	- Reset Date:	Not Applicable
(viii)	Margin(s):	Plus 0.14 per cent. per annum
(ix)	Minimum Rate of Interest:	Not Applicable
(x)	Maximum Rate of Interest:	Not Applicable
(xi)	Day Count Fraction:	Actual/360
(xii)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
18.	Zero Coupon Note Provisions	Not Applicable
19.	Index-Linked Interest Note Provisions	Not Applicable
20.	Dual Currency Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
21.	Call Option	Not Applicable
22.	Put Option	Not Applicable
23.	Final Redemption Amount	Each Note will be redeemed at its principal amount
24.	Early Redemption Amount	
	Early Redemption Amount(s) payable on	Not Applicable

redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | | |
|-----|---|---|
| 25. | Form of Notes: | Bearer Notes:

Temporary Global Note exchangeable for interests in a Permanent Global Note which will be exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note |
| 26. | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | London and New York |
| 27. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 29. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 30. | Redenomination applicable: | Not Applicable |
| 31. | Renominalisation and reconventioning provisions: | Not Applicable |
| 32. | Consolidation provisions: | The provisions in Condition 20 (<i>Further Issues</i>) apply |
| 33. | Other terms or special conditions: | Not Applicable. |

DISTRIBUTION

- | | | |
|-----|---------------------------------------|---|
| 34. | (i) If syndicated, names of Managers: | Joint Lead Managers:

Banca Caboto s.p.a. |
|-----|---------------------------------------|---|

Goldman Sachs International
HSBC Bank plc

- (ii) Stabilising Manager (if any): Goldman Sachs International
35. If non-syndicated, name of Dealer: Not Applicable
36. TEFRA: The D Rules are applicable
37. Additional selling restrictions: **European Economic Area**

Each Joint Lead Manager has represented, warranted and undertaken that, in respect of each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), with effect from and including the date on which the Prospectus Directive is implemented in that Member State (the "**Relevant Implementation Date**") it has not made and will not make an offer of Notes to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of Notes to the public in that Relevant Member State:

- (a) in (or in Germany, where the offer starts within) the period beginning on the date of publication of a prospectus in relation to those Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, and ending on the date which is 12 months after the date of such publication;
- (b) at any time to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to

invest in securities;

- (c) at any time to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual turnover of more than €50,000,000, all as shown in its last annual or consolidated accounts; or
- (d) at any time in any other circumstances which do not require the publication by the Bank of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression "**offer of Notes to the public**" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

38. Stabilisation:

In connection with the issue of the Notes, the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) may over-allot Notes (provided that the aggregate principal amount of Notes allotted does not exceed 105 per cent. of the aggregate principal amount of the Notes) or effect transactions with a view to supporting the price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the Notes

is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the Issue Date of the Notes and 60 days after the date of the allotment of the Notes.

OPERATIONAL INFORMATION

- | | | |
|-----|--|--------------------------|
| 39. | ISIN Code: | XS0225257517 |
| 40. | Common Code: | 022525751 |
| 41. | Any clearing system(s) other than Euroclear and CBL and the relevant identification number(s): | Not Applicable |
| 42. | Delivery: | Delivery against payment |
| 43. | Additional Paying Agent(s) (if any): | Not Applicable |

LISTING APPLICATION

This Pricing Supplement comprises the final terms required to list the issue of Notes described herein pursuant to the €25,000,000,000 Global Medium Term Note Programme of Banca Intesa S.p.A. and Intesa Bank Ireland p.l.c. guaranteed, in respect of the Notes issued by Intesa Bank Ireland p.l.c., by Banca Intesa S.p.A.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. To the best of the knowledge and belief of the Issuer, the information contained in this Pricing Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of the Issuer:

By:

Duly authorised

Signed on behalf of the Gurantor:

By:

Duly authorised

For ITALIAN INVESTORS AND TO WHOM IT MAY CONCERN:

The Issuer produced the "Foglio Informativo Analitico" pursuant to the Bank of Italy regulatory provision dated 30th July, 1999 (as amended and supplemented from time to time) and November, 2000. Such Foglio Informativo Analitico is available for any purposes at the following address: Banca Intesa S.p.A. – Piazza Belgioioso 1, 20121 Milan, Italy.