

MARSHALL & ILSLEY CORP  
 Form 3  
 December 31, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Buckhanan Walt A		(Month/Day/Year)	MARSHALL & ILSLEY CORP [MI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
770 N. WATER STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
MILWAUKEE,Â WIÂ 53202			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			V.P., Director of Diversity	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	975	D	Â
Common Stock	795.4738	I	By Retirement Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	10/31/2017	Common Stock	1,366	\$ 31.9562	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	10/19/2017	Common Stock	3,608	\$ 31.4024	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	12/16/2009	Common Stock	3,341	\$ 23.013	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	10/31/2017	Common Stock	473	\$ 31.9562	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	10/27/2014	Common Stock	3,675	\$ 31.3949	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	12/14/2010	Common Stock	3,341	\$ 17.0633	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	10/30/2016	Common Stock	3,608	\$ 35.975	D	Â
Stock Option (Right to Buy)	Â <u>(8)</u>	10/27/2013	Common Stock	4,009	\$ 26.0364	D	Â
Stock Option (Right to Buy)	Â <u>(9)</u>	02/13/2003	Common Stock	4,009	\$ 19.7575	D <u>(11)</u>	Â
Stock Option (Right to Buy)	Â <u>(10)</u>	10/28/2015	Common Stock	4,009	\$ 32.046	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buckhanan Walt A 770 N. WATER STREET MILWAUKEE, WI 53202	Â	Â	Â V.P., Director of Diversity	Â

## Signatures

/s/ Jodi W. Rosenthal, as attorney-in-fact  
12/31/2007

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Immediately exercisable upon the original grant date of 10/31/2007.
- (2) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/19/2007.

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- (3) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/16/1999.
- (4) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/31/2007.
- (5) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2004.
- (6) Vested in three equal installments commencing on the first anniversary of the original grant date of 12/14/2000.
- (7) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/30/2006.
- (8) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2003.
- (9) Vested in three equal installments commencing on the first anniversary of the original grant date of 02/17/2003.
- (10) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/28/2005.
- (11) Mr. Buckhanan's ex-spouse was awarded this entire stock option pursuant to a domestic relations order.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.