

MARSHALL & ILSLEY CORP
Form 4
July 07, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
FURLONG MARK F

2. Issuer Name and Ticker or Trading Symbol
MARSHALL & ILSLEY CORP
[MI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
770 NORTH WATER STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/05/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

MILWAUKEE, WI 53202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/05/2011 | | D | | 585,267 | D | (1) 0 |
| Common Stock | 07/05/2011 | | D | | 373,695.45 | D | (2) 0 By Deferred Compensation Plan |
| Common Stock | 07/05/2011 | | D | | 16,958.27 | D | (3) 0 By Retirement Program |
| Common Stock | 07/05/2011 | | D | | 12,500 | D | (4) 0 By IRA |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 18.66 | 07/05/2011 | | D | | 259,400 | (5) | 10/29/2018 | Common Stock | 259,400 |
| Stock Option (Right to Buy) | \$ 21.3665 | 07/05/2011 | | D | | 123,599 | (6) | 10/25/2012 | Common Stock | 123,599 |
| Stock Option (Right to Buy) | \$ 23.911 | 07/05/2011 | | D | | 106,896 | (7) | 12/20/2011 | Common Stock | 106,896 |
| Stock Option (Right to Buy) | \$ 26.0364 | 07/05/2011 | | D | | 92,733 | (8) | 10/27/2013 | Common Stock | 92,733 |
| Stock Option (Right to Buy) | \$ 31.3949 | 07/05/2011 | | D | | 135,291 | (9) | 10/27/2014 | Common Stock | 135,291 |
| Stock Option (Right to Buy) | \$ 31.4024 | 07/05/2011 | | D | | 225,484 | (10) | 10/19/2017 | Common Stock | 225,484 |
| Stock Option (Right to Buy) | \$ 32.046 | 07/05/2011 | | D | | 135,291 | (11) | 10/28/2015 | Common Stock | 135,291 |
| Stock Option | \$ 35.975 | 07/05/2011 | | D | | 121,762 | (12) | 10/30/2016 | Common Stock | 121,762 |

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FURLONG MARK F 770 NORTH WATER STREET MILWAUKEE, WI 53202 | X | | President and CEO | |

Signatures

attorney-in-fact) Jodi W. Rosenthal (as
07/07/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO"), pursuant to which, effective July 5, 2011, Marshall & Ilsley Corporation merged with and into a subsidiary of BMO (the "Merger"), in exchange for 73,568 shares of BMO common stock having a market value of \$63.15 per share.
- (2) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 46,973 shares of BMO common stock having a market value of \$63.15 per share.
- (3) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 2,131 shares of BMO common stock having a market value of \$63.15 per share.
- (4) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 1,571 shares of BMO common stock having a market value of \$63.15 per share.
- (5) This option provided for vesting in three equal installments beginning 10/29/2009. Vesting was accelerated to the effective time of the Merger and the option was assumed by BMO in the merger and replaced with an option to purchase 32,606 shares of BMO common stock for \$148.45 per share.
- (6) This option, which vested in three equal installments beginning 10/25/2003, was assumed by BMO in the Merger and replaced with an option to purchase 15,536 shares of BMO common stock for \$169.98 per share.
- (7) This option, which vested in three equal installments beginning 12/20/2002, was assumed by BMO in the Merger and replaced with an option to purchase 13,436 shares of BMO common stock for \$190.22 per share.
- (8) This option, which vested in three equal installments beginning 10/27/2004, was assumed by BMO in the Merger and replaced with an option to purchase 11,656 shares of BMO common stock for \$207.13 per share.
- (9) This option, which vested in three equal installments beginning 10/27/2005, was assumed by BMO in the Merger and replaced with an option to purchase 17,006 shares of BMO common stock for \$249.76 per share.
- (10) This option, which vested in three equal installments beginning 10/19/2008, was assumed by BMO in the merger and replaced with an option to purchase 28,343 shares of BMO common stock for \$249.82 per share.
- (11) This option, which vested in three equal installments beginning 10/28/2006, was assumed by BMO in the Merger and replaced with an option to purchase 17,006 shares of BMO common stock for \$254.94.
- (12) This option, which vested in three equal installments beginning 10/30/2007 was assumed by BMO in the Merger and replaced with an option to purchase 15,305 shares of BMO common stock for \$286.20 per share.

Remarks:

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On July 5, 2011, Bank of Montreal ("BMO") and Marshall & Ilsley Corporation ("M&I") completed their previously announced

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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