

MARSHALL & ILSLEY CORP
 Form 4
 July 07, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 ROOT THOMAS A

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)
 SVP and Audit Director

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/05/2011 | | D | 48,952 | D ① 0 | D | |
| Common Stock | 07/05/2011 | | D | 275.165 | D ② 0 | I | By Children |
| Common Stock | 07/05/2011 | | D | 3,738.71 | D ③ 0 | I | By Retirement Program |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 5.21 | 07/05/2011 | | D | 16,600 | <u>(4)</u> 11/05/2019 | Common Stock | 16,600 |
| Stock Option (Right to Buy) | \$ 18.66 | 07/05/2011 | | D | 16,600 | <u>(5)</u> 10/29/2018 | Common Stock | 16,600 |
| Stock Option (Right to Buy) | \$ 21.3665 | 07/05/2011 | | D | 21,379 | <u>(6)</u> 10/25/2012 | Common Stock | 21,379 |
| Stock Option (Right to Buy) | \$ 23.911 | 07/05/2011 | | D | 18,707 | <u>(7)</u> 12/20/2011 | Common Stock | 18,707 |
| Stock Option (Right to Buy) | \$ 26.0364 | 07/05/2011 | | D | 16,034 | <u>(8)</u> 10/27/2013 | Common Stock | 16,034 |
| Stock Option (Right to Buy) | \$ 31.3949 | 07/05/2011 | | D | 16,034 | <u>(9)</u> 10/27/2014 | Common Stock | 16,034 |
| Stock Option (Right to Buy) | \$ 31.4024 | 07/05/2011 | | D | 14,431 | <u>(10)</u> 10/19/2017 | Common Stock | 14,431 |
| Stock Option (Right to Buy) | \$ 32.046 | 07/05/2011 | | D | 16,034 | <u>(11)</u> 10/28/2015 | Common Stock | 16,034 |

Buy)

Stock

| | | | | | | | | |
|-----------------------------|-----------|------------|---|--------|------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 35.975 | 07/05/2011 | D | 14,431 | (12) | 10/30/2016 | Common Stock | 14,431 |
|-----------------------------|-----------|------------|---|--------|------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROOT THOMAS A 770 NORTH WATER STREET MILWAUKEE, WI 53202 | | | SVP and Audit Director | |

Signatures

Jodi W. Rosenthal (as attorney-in-fact) 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 6,153 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 34 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 469 shares of BMO common stock having a market value of \$63.15 per share.
- (4) This option provided for vesting in three equal installments beginning 11/05/2010. 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 2,086 shares of BMO common stock for \$41.45 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 2,086 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 2,687 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 2,351 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 2,015 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 2,015 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 1,813 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 2,015 shares of BMO common stock for \$254.94 per share.

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- (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 1,813 shares of BMO common stock for \$286.20 per share.

Remarks:

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

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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