

Becker Richard  
Form 3  
October 27, 2010

**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 Becker Richard		(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)
		10/20/2010		
770 N. WATER ST.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
MILWAUKEE,Â WIÂ 53202			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			Senior Vice President	

**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	107,934 <sup>(1)</sup> <sup>(2)</sup>	D	Â
Common Stock	23,914.2331 <sup>(3)</sup>	I	By Deferred Compensation Plan
Common Stock	183	I	By Child

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (Right to Buy)	Â <u>(4)</u>	12/20/2011	Common Stock	21,379	\$ 23.911	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	10/25/2012	Common Stock	21,379	\$ 21.3665	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	10/27/2013	Common Stock	16,034	\$ 26.0364	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	10/27/2014	Common Stock	16,034	\$ 31.3949	D	Â
Stock Option (Right to Buy)	Â <u>(8)</u>	10/28/2015	Common Stock	16,034	\$ 32.046	D	Â
Stock Option (Right to Buy)	Â <u>(9)</u>	10/30/2016	Common Stock	14,431	\$ 35.975	D	Â
Stock Option (Right to Buy)	Â <u>(10)</u>	10/19/2017	Common Stock	18,039	\$ 31.4024	D	Â
Stock Option (Right to Buy)	10/29/2008 <sup>(11)</sup>	10/29/2018	Common Stock	20,745	\$ 18.66	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker Richard 770 N. WATER ST. MILWAUKEE, WI 53202	Â	Â	Â Senior Vice President	Â

## Signatures

/s/ Jodi W. Rosenthal, attorney-in-fact for Mr. Becker 10/22/2010

\_\_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) 10,854 of these shares were acquired as stock salary by the Reporting Person. The shares were fully vested at the time of grant, but are subject to transfer restrictions. One third of each of the respective stock salary shares will be released from the transfer restrictions on calendar year quarter end depending upon the respective grant dates. For more information, please see the Current Report on Form 8-K filed by the Company on December 29, 2009.
- (2) 50,221 of these shares were acquired as grants of restricted stock and are subject to the Reporting Person's continued employment with the Company and subject to accelerated vesting upon the death of the Reporting Person. These shares will be fully vested on the third anniversary of the date of grant for each respective award. However, as long as the Company is a "TARP recipient," as defined under the

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Interim Final Rules, these awards may become transferable only in 25% increments at the time of the Company's repayment of 25%, 50%, 75% and 100%, respectively, of the financial assistance it received under the U.S. Treasury's Capital Purchase Program, or as may be required to satisfy tax obligations incurred in connection with the vesting of the restricted shares.

- 15,000 of these shares were acquired as grants of restricted stock and are subject to the Reporting Person's continued employment with the Company and subject to accelerated vesting upon the death of the Reporting Person. These shares will be fully vested on the third anniversary of the date of grant for each respective award. However, as long as the Company is a "TARP recipient," as defined under the
- (3) Interim Final Rules, these awards may become transferable only in 25% increments at the time of the Company's repayment of 25%, 50%, 75% and 100%, respectively, of the financial assistance it received under the U.S. Treasury's Capital Purchase Program, or as may be required to satisfy tax obligations incurred in connection with the vesting of the restricted shares.
- (4) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/20/2001.
- (5) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/25/2002.
- (6) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2003.
- (7) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2004.
- (8) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/28/2005.
- (9) Immediately exercisable upon original grant date of 10/30/2006.
- (10) Immediately exercisable upon original grant date of 10/19/2007.
- (11) 100% Immediately Exercisable

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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