Benschoter Ann M. Form 4 July 07, 2011

# FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Benschoter Ann M.

2. Issuer Name and Ticker or Trading Symbol

MARSHALL & ILSLEY CORP

[MI]

(First) (Middle) 3. Date of Earliest Transaction

(7:m)

(Month/Day/Year) 07/05/2011

770 NORTH WATER STREET (Street)

(Ctata)

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

below)

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### MILWAUKEE, WI 53202

(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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(		
Common Stock	07/05/2011		D	181,584	D	<u>(1)</u>	0	D		
Common Stock	07/05/2011		D	2,921.59	D	<u>(2)</u>	0	I	By Deferred Compensation Plan	
Common Stock	07/05/2011		D	2,288.55	D	(3)	0	I	By Retirement Plan	
Common Stock	07/05/2011		D	150	D	<u>(4)</u>	0	I	By Daughter	
Common Stock	07/05/2011		D	488.337	D	<u>(5)</u>	0	I	By Son	

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.66	07/05/2011		D		23,100	<u>(6)</u>	10/29/2018	Common Stock	23,100
Stock Option (Right to Buy)	\$ 21.3665	07/05/2011		D		12,026	<u>(7)</u>	10/25/2012	Common Stock	12,026
Stock Option (Right to Buy)	\$ 23.911	07/05/2011		D		10,690	<u>(8)</u>	12/20/2011	Common Stock	10,690
Stock Option (Right to Buy)	\$ 26.0364	07/05/2011		D		10,022	<u>(9)</u>	10/27/2013	Common Stock	10,022
Stock Option (Right to Buy)	\$ 31.3949	07/05/2011		D		13,028	(10)	10/27/2014	Common Stock	13,028
Stock Option (Right to Buy)	\$ 31.4024	07/05/2011		D		20,043	<u>(11)</u>	10/19/2017	Common Stock	20,043
Stock Option (Right to Buy)	\$ 32.046	07/05/2011		D		20,043	(12)	10/28/2015	Common Stock	20,043

Stock

Option (Right to Buy)

D 18,039 (13) 10/30/2016 Common Stock 18,039

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Benschoter Ann M.

770 NORTH WATER STREET Senior Vice President

MILWAUKEE, WI 53202

# **Signatures**

Jodi W. Rosenthal (as attorney-in-fact)

\*\*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).
- Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO"), pursuant to which, effective July 5, 2011,
- (1) Marshall & Ilsley Corporation merged with and into a subsidiary of BMO (the "Merger"), in exchange for 22,825 shares of BMO common stock having a market value of \$63.15 per share.
- Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 367 shares of BMO common stock having a market value of \$63.15 per share.
- Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 287 shares of BMO common stock having a market value of \$63.15 per share.
- Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 18 shares of BMO common stock having a market value of \$63.15 per share.
- (5) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 61 shares of BMO common stock having a market value of \$63.15 per share.
- This option provided for vesting in three equal installments beginning on 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 2,903 shares of BMO common stock for \$148.45 per share.
- 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 1,511 shares of BMO common stock for \$169.98 per share.
- 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 1,343 shares of BMO common stock for \$190.22 per share.
- (9) 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 1,259 shares of BMO common stock for \$207.13 per share.
- (10) 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 1,637 shares of BMO common stock for \$249.76 per share.
- (11) 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 2,519 shares of BMO common stock for \$249.82 per share.
- (12) 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 2,519 shares of BMO common stock for \$254.94 per share.

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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 2,267 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 announce. 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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