### Edgar Filing: Buckhanan Walt A - Form 4

Buckhanan Form 4										
July 07, 201									OMB	APPROVAL
FORM	AND EXCHANGE COMMISSION 1, D.C. 20549				OMB Number:	3235-0287				
Section 16. Form 4 or			OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:January 31Expires:200Estimated averageburden hours perresponse0.4	
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> Buckhanan Walt A			2. Issuer Name <b>and</b> 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			3. Date of Earliest Transaction (Month/Day/Year) 07/05/2011				Director 10% Owner X_ Officer (give title Other (specify below) VP Dir. of Diversity			
(Street) MILWAUKEE, WI 53202			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)	<b>(1</b> )			•		Person		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A) or		uired, Disposed o 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ally Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	07/05/2011			Code V D	Amount 1,071	(D) D	Price ( <u>1)</u>	0	D	
Common Stock	07/05/2011			D	3,497.61	D	<u>(2)</u>	0	I	By Retirement Plan

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

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# 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. 5. Number Transaction Derivative 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)	\$ 5.21	07/05/2011		D	4,200	(3)	11/05/2019	Common Stock	4,200
Stock Option (Right to Buy)	\$ 18.66	07/05/2011		D	4,200	<u>(4)</u>	10/29/2018	Common Stock	4,200
Stock Option (Right to Buy)	\$ 19.7575	07/05/2011		D	4,009	(5)	02/13/2013	Common Stock	4,009
Stock Option (Right to Buy)	\$ 26.0364	07/05/2011		D	4,009	(6)	10/27/2013	Common Stock	4,009
Stock Option (Right to Buy)	\$ 31.3949	07/05/2011		D	3,675	(7)	10/27/2014	Common Stock	3,675
Stock Option (Right to Buy)	\$ 31.4024	07/05/2011		D	3,608	(8)	10/19/2017	Common Stock	3,608
Stock Option (Right to Buy)	\$ 31.9562	07/05/2011		D	473	<u>(9)</u>	10/31/2017	Common Stock	473
Stock Option (Right to Buy)	\$ 31.9562	07/05/2011		D	1,366	(10)	10/31/2017	Common Stock	1,366

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Stock Option (Right to Buy)	\$ 32.046	07/05/2011	D	4,009	(11)	10/28/2015	Common Stock	4,009
Stock Option (Right to Buy)	\$ 35.975	07/05/2011	D	3,608	(12)	10/30/2016	Common Stock	3,608

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		R	Relationships		
	Director	10% Owner	Officer	Other	
Buckhanan Walt A 770 NORTH WATER STREET MILWAUKEE, WI 53202					
Signatures					
attorney-in-fact)		Jo	di 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).
- 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 134 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 439 shares of BMO (2) common stock having a market value of \$63.15 per share.
- This option provided for vesting in three equal installments beginning 11/5/2010. Vesting was accelerated to the effective time of the (3) Merger and the Option was assumed by BMO in the Merger and replaced with an option to purchase 527 shares of BMO common stock for \$41.45 per share.

This option provided for vesting in three equal installments beginning 10/29/2009. Vesting was accelerated to the effective time of (4) the Merger and the Option was assumed by BMO in the Merger and replaced with an option to purchase 527 shares of BMO common stock for \$148.45 per share.

- This option, which vested in three equal installments beginning 2/17/2004, was assumed by BMO in the Merger and replaced with an (5) option to purchase 503 shares of BMO common stock for \$157.18 per share.
- This option, which vested in three equal installments beginning 10/27/2004, was assumed by BMO in the Merger and replaced with (6) an option to purchase 503 shares of BMO common stock for \$207.13 per share.
- This option, which vested in three equal installments beginning 10/27/2005, was assumed by BMO in the Merger and replaced with (7) an option to purchase 461 shares of BMO common stock for \$249.76 per share.
- This option, which vested in three equal installments beginning 10/19/2008, was assumed by BMO in the Merger and replaced with (8) an option to purchase 453 shares of BMO common stock for \$249.82 per share.
- This option, which vested in three equal installments beginning on 10/31/2008, was assumed by BMO in the Merger and replaced (9) with an option to purchase 59 shares of BMO common stock for \$254.23 per share.
- (10)

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This option vested on 10/31/2007, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 171 shares of BMO common stock for \$254.23 per share.

- (11) This option, which vested in three equal installments beginning on 10/28/2006, was assumed by BMO in the merger and replaced with an option to purchase 503 shares of BMO common stock for \$254.94 per share.
- (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 453 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. 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.