

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 *
WARDEBERG GEORGE E

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)

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

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

770 NORTH WATER STREET

07/05/2011

(Street)

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

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 (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 | | | | |
| | | | | Code V | Amount | | | | |
| Common Stock | 07/05/2011 | | D | 24,021 | D | <u>(1)</u> | 0 | I | By Deferred Compensation Plan |
| Common Stock | 07/05/2011 | | D | 10,000 | D | <u>(2)</u> | 0 | I | By Joint & Survivor Trust |

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

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SEC 1474 (9-02)

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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. 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) | \$ 5.9 | 07/05/2011 | | D | 2,000 | ⁽³⁾ 04/28/2019 | Common Stock | 2,000 |
| Stock Option (Right to Buy) | \$ 9.08 | 07/05/2011 | | D | 2,000 | ⁽⁴⁾ 04/27/2020 | Common Stock | 2,000 |
| Stock Option (Right to Buy) | \$ 22.25 | 07/05/2011 | | D | 2,000 | ⁽⁵⁾ 04/22/2018 | Common Stock | 2,000 |
| Stock Option (Right to Buy) | \$ 27.6904 | 07/05/2011 | | D | 20,043 | ⁽⁶⁾ 04/27/2014 | Common Stock | 20,043 |
| Stock Option (Right to Buy) | \$ 35.5185 | 07/05/2011 | | D | 6,681 | ⁽⁷⁾ 04/24/2017 | Common Stock | 6,681 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WARDEBERG GEORGE E 770 NORTH WATER STREET MILWAUKEE, WI 53202 | X | | | |

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 & Ilesley Corporation merged with and into a subsidiary of BMO (the "Merger"), in exchange for 3,019 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 1,257 shares of BMO common stock having a market value of \$63.15 per share.
 - (3) This option which vested on 4/28/2009, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 251 shares of BMO common stock for \$46.94 per share.
 - (4) This option which vested on 4/27/2010, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 251 shares of BMO common stock for \$74.24 per share.
 - (5) This option which vested on 4/22/2008, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 251 shares of BMO common stock for \$177.01 per share.
 - (6) This option which vested on 4/27/2004, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 2,519 shares of BMO common stock for \$220.29 per share.
 - (7) This option which vested on 4/24/2007, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 839 shares of BMO common stock for \$282.57 per share.

Remarks:

On July 5, 2011, Bank of Montreal ("BMO") and Marshall & Ilesley 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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