

MARSHALL & ILSLEY CORP

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KREI KENNETH C

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)
Senior Vice President

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/05/2011 | | D | | 245,238 | D | <u>(1)</u> 0 |
| Common Stock | 07/05/2011 | | D | | 2,000 | D | <u>(2)</u> 0 |
| Common Stock | 07/01/2011 | | D | | 732.1904 | D | <u>(3)</u> 0 |

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. Date of Acquisition or Disposition (Instr. 3, 4, and 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--|----------------------------|
| | | | | 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 | | 65,400 | | <u>(4)</u> | 10/29/2018 | Common Stock | 65,400 |
| Stock Option (Right to Buy) | \$ 22.8857 | 07/05/2011 | | D | | 66,810 | | <u>(5)</u> | 06/30/2013 | Common Stock | 66,810 |
| Stock Option (Right to Buy) | \$ 31.3949 | 07/05/2011 | | D | | 60,129 | | <u>(6)</u> | 10/27/2014 | Common Stock | 60,129 |
| Stock Option (Right to Buy) | \$ 31.4024 | 07/05/2011 | | D | | 56,789 | | <u>(7)</u> | 10/29/2017 | Common Stock | 56,789 |
| Stock Option (Right to Buy) | \$ 32.046 | 07/05/2011 | | D | | 60,129 | | <u>(8)</u> | 10/28/2015 | Common Stock | 60,129 |
| Stock Option (Right to Buy) | \$ 35.975 | 07/05/2011 | | D | | 54,116 | | <u>(9)</u> | 10/30/2016 | Common Stock | 54,116 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Senior Vice President

KREI KENNETH C
770 NORTH WATER STREET
MILWAUKEE, WI 53202

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 30,826 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 251 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 92 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 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 8,220 shares of BMO common stock for \$148.45 per share.
- (5) This option, which vested in three equal installments beginning 6/30/2004, was assumed by BMO in the Merger and replaced with an option to purchase 8,398 shares of BMO common stock for \$182.07 per share.
- (6) 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 7,558 shares of BMO common stock for \$249.76 per share.
- (7) 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 7,138 shares of BMO common stock for \$249.82 per share.
- (8) 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 7,558 shares of BMO common stock for \$254.94 per share.
- (9) 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 6,802 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

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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