

Smith Michael C
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 *
Smith Michael 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)
SVP and Treasurer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 07/05/2011 | | D | 43,657 D (1) 0 | | D | |
| Common Stock | 07/05/2011 | | D | 2,764.78 D (2) 0 | | I | By Deferred Compensation Plan |
| Common Stock | 07/05/2011 | | D | 197.586 D (3) 0 | | I | By Retirement Program |
| Common Stock | 07/05/2011 | | D | 13,000 D (4) 0 | | I | By IRA |

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

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SEC 1474
(9-02)

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) | \$ 5.21 | 07/05/2011 | | D | 23,500 | <u>(5)</u> 11/05/2019 | Common Stock | 23,500 |
| Stock Option (Right to Buy) | \$ 18.66 | 07/05/2011 | | D | 21,000 | <u>(6)</u> 10/29/2018 | Common Stock | 21,000 |
| Stock Option (Right to Buy) | \$ 31.4024 | 07/05/2011 | | D | 18,039 | <u>(7)</u> 10/19/2017 | Common Stock | 18,039 |
| Stock Option (Right to Buy) | \$ 32.742 | 07/05/2011 | | D | 26,724 | <u>(8)</u> 03/13/2016 | Common Stock | 26,724 |
| Stock Option (Right to Buy) | \$ 35.975 | 07/05/2011 | | D | 18,039 | <u>(9)</u> 10/30/2016 | Common Stock | 18,039 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Michael C 770 NORTH WATER STREET MILWAUKEE, WI 53202 | | | SVP and Treasurer | |

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 5,487 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 347 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 24 shares of BMO common stock having a market value of \$63.15 per share.
- (4) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 1,634 shares of BMO common stock having a market value of \$63.15 per share.
- (5) This option provided for vesting in three equal installments beginning 11/5/2010. 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 2,953 shares of BMO common stock for \$41.45 per share.
- (6) 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 2,639 shares of BMO common stock for \$148.45 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 2,267 shares of BMO common stock for \$249.82 per share.
- (8) This option, which vested in three equal installments beginning 3/13/2007, was assumed by BMO in the Merger and replaced with an option to purchase 3,359 shares of BMO common stock for \$260.48 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 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 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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