

MARSHALL & ILSLEY CORP  
Form 425  
May 18, 2011

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) May 17, 2011**

**MARSHALL & ILSLEY CORPORATION**

**(Exact name of registrant as specified in its charter)**

**001-33488**

**20-8995389**

**Wisconsin**  
**(State or other jurisdiction**  
**of incorporation)**

**(Commission File Number)**

**(IRS Employer**  
**Identification No.)**

**770 North Water Street**

**Milwaukee, Wisconsin**  
**(Address of principal executive offices)**

**53202**  
**(Zip Code)**

**Registrant's telephone number, including area code: (414) 765-7801**

N/A

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07. Submission of Matters to a Vote of Security Holders.**

On May 17, 2011, Marshall & Ilesley Corporation ( M&I ) held a special meeting of its shareholders relating to its pending merger with Bank of Montreal ( BMO ) pursuant to the Agreement and Plan of Merger, dated as of December 17, 2010, by and between BMO and M&I (the Merger Agreement ). At the special meeting, M&I shareholders present in person or by proxy voted on the matters described below:

(1) M&I shareholders approved a proposal to approve the Merger Agreement. Voting results were as follows:

|             |           |         |
|-------------|-----------|---------|
| For         | Against   | Abstain |
| 335,422,633 | 9,379,431 | 515,997 |

(2) M&I shareholders approved a proposal to approval an adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the foregoing proposal. Voting results were as follows:

|             |            |         |
|-------------|------------|---------|
| For         | Against    | Abstain |
| 310,906,014 | 33,729,309 | 682,738 |

**ITEM 8.01. OTHER EVENTS.**

On May 17, 2011, M&I issued a press release announcing the results of the special meeting. A copy of this press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>   |
|--------------------|---|
| 99.1               | Press Release of Marshall & Ilesley Corporation, issued May 17, 2011. |

**Additional Information for Shareholders.**

In connection with the proposed merger transaction, BMO has filed with the Securities and Exchange Commission a Registration Statement on Form F-4 and a definitive Proxy Statement/Prospectus, as well as other relevant documents concerning the proposed transaction. **Shareholders are urged to read the Registration Statement and the definitive Proxy Statement/Prospectus and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information.** A free copy of the definitive Proxy Statement/Prospectus, as well as other filings containing information about BMO and M&I, may be obtained at the SEC's Internet site ( <http://www.sec.gov> ). You can also obtain these documents free of charge, from BMO at [www.BMO.com](http://www.BMO.com) under the tab "About BMO - Investor Relations" and then under the heading "Frequently Accessed Documents", from BMO Investor Relations at [investor.relations@bmo.com](mailto:investor.relations@bmo.com) or (416) 867-6642, from M&I by accessing M&I s website at [www.MICorp.com](http://www.MICorp.com) under the tab "Investor Relations" and then under the

heading "SEC Filings", or from M&I at (414) 765-7814.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Marshall & Ilsley Corporation

Date: May 18, 2011

By: /s/ Randall J. Erickson

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Name: Randall J. Erickson

Title: Senior Vice President, Chief  
Administrative Officer and General  
Counsel

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**EXHIBIT INDEX**

**Exhibit No.**

**Description of Exhibit**

99.1

Press Release of Marshall & Ilsley Corporation, issued May 17, 2011.

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