

MARSHALL & ILSLEY CORP  
 Form 4  
 July 07, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 FURLONG MARK F

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)  
 President and CEO

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) Price			
Common Stock	07/05/2011		D	585,267	D (1) 0	D	
Common Stock	07/05/2011		D	373,695.45	D (2) 0	I	By Deferred Compensation Plan
Common Stock	07/05/2011		D	16,958.27	D (3) 0	I	By Retirement Program
Common Stock	07/05/2011		D	12,500	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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(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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.66	07/05/2011		D		259,400	(5)	10/29/2018	Common Stock	259,400
Stock Option (Right to Buy)	\$ 21.3665	07/05/2011		D		123,599	(6)	10/25/2012	Common Stock	123,599
Stock Option (Right to Buy)	\$ 23.911	07/05/2011		D		106,896	(7)	12/20/2011	Common Stock	106,896
Stock Option (Right to Buy)	\$ 26.0364	07/05/2011		D		92,733	(8)	10/27/2013	Common Stock	92,733
Stock Option (Right to Buy)	\$ 31.3949	07/05/2011		D		135,291	(9)	10/27/2014	Common Stock	135,291
Stock Option (Right to Buy)	\$ 31.4024	07/05/2011		D		225,484	(10)	10/19/2017	Common Stock	225,484
Stock Option (Right to Buy)	\$ 32.046	07/05/2011		D		135,291	(11)	10/28/2015	Common Stock	135,291
Stock Option	\$ 35.975	07/05/2011		D		121,762	(12)	10/30/2016	Common Stock	121,762

(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FURLONG MARK F 770 NORTH WATER STREET MILWAUKEE, WI 53202	X		President and CEO	

## Signatures

\_\_\_\_\_  
attorney-in-fact) Jodi 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).
- (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 73,568 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 46,973 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 2,131 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 1,571 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 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 32,606 shares of BMO common stock for \$148.45 per share.
  - (6) This option, which vested in three equal installments beginning 10/25/2003, was assumed by BMO in the Merger and replaced with an option to purchase 15,536 shares of BMO common stock for \$169.98 per share.
  - (7) This option, which vested in three equal installments beginning 12/20/2002, was assumed by BMO in the Merger and replaced with an option to purchase 13,436 shares of BMO common stock for \$190.22 per share.
  - (8) This option, which vested in three equal installments beginning 10/27/2004, was assumed by BMO in the Merger and replaced with an option to purchase 11,656 shares of BMO common stock for \$207.13 per share.
  - (9) 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 17,006 shares of BMO common stock for \$249.76 per share.
  - (10) 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 28,343 shares of BMO common stock for \$249.82 per share.
  - (11) 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 17,006 shares of BMO common stock for \$254.94.
  - (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 15,305 shares of BMO common stock for \$286.20 per share.

### Remarks:

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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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