Edgar Filing: MARSHALL & ILSLEY CORP - Form 4

| MARSHAT Form 4 January 23 | ЛЛ | | SECI | DITIES | | HANCI | F C | OMMISSION | | APPROVAL | |
|--|---|---|---|--------------------|---|------------------------------|----------------|--|--|--|--|
| Chack | this box | | | on, D.C. 205 | | 01011011351011 | OMB Number: | 3235-0287 | | | |
| if no lo subject Sectior Form 4 | onger STATE | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Expires: Estimated burden ho response. | ours per | |
| Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> BAUR ANDREW N | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | MARSHALL & ILSLEY CORP [MI] | | | | | (Check all applicable) | | | |
| (Last) (First) (Middle) 770 N. WATER ST. | | | 3. Date of Earliest Transaction(Month/Day/Year)01/18/2008 | | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| MILWAUKEE, WI 53202 — Form filed by More than One Reporting Person | | | | | | | | Reporting | | | |
| (City) | (State) | (Zip) | Та | ble I - Nor | n-Derivative S | ecurities | Acqu | iired, Disposed of | , or Beneficia | ally Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | Code (Instr. 8) | 4. Securities onor Disposed (Instr. 3, 4 an | of (D) nd 5) (A) or | | 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) | |
| Common Stock | 01/18/2008 | | | Code V I | Amount 447.8671 | \$ | Price | | I | By Deferred Compensation Plan | |
| Common Stock | | | | | | | | 45,759 | I | By Living Trust | |

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 displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | le and int of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-----------------------|---|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| BAUR ANDREW N | | | | | | | | |
| 770 N. WATER ST. | Х | | | | | | | |
| MILWAUKEE, WI 53202 | | | | | | | | |
| Signatures | | | | | | | | |
| /s/ Jodi W. Rosenthal, as | | | | | | | | |
| attorney-in-fact | 01/23/2008 | | | | | | | |
| ** Signature of Reporting Person | | Dat | e | | | | | |
| 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) Represents shares of Issuer common stock acquired by the Reporting Person in Issuer's Executive Deferred Compensation Plan following the sale of shares of Metavante Technologies, Inc. held in Issuer's Executive Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.