

MARSHALL & ILSLEY CORP/WI/
Form 4
November 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
Kelly Brent J

2. Issuer Name and Ticker or Trading Symbol
MARSHALL & ILSLEY CORP/WI/
[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)
11/01/2007

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Officer of Corporati

MILWAUKEE, WI 53202

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/01/2007		D	7,583 D	\$ 0 (1) 0	D	

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)

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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
Option	\$ 41.96	11/01/2007		D	10,000	(2) 10/19/2017	Common Stock	10,000
Option	\$ 48.07	11/01/2007		D	10,000	(2) 10/30/2016	Common Stock	10,000
Stock Option	\$ 44	11/01/2007		D	15,000	(2) 01/09/2016	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Brent J 770 NORTH WATER STREET MILWAUKEE, WI 53202			Executive Officer of Corporati	

Signatures

Gina M. McBride
11/05/2007
Date

**Signature of Reporting Person

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) Reflects the disposition of shares of the Issuer pursuant to a series of transactions under an Investment Agreement, dated as of April 3, 2007, among the Issuer, certain of its subsidiaries and WPM, L.P. (the "Investment Agreement"). Pursuant to the Investment Agreement, on November 1, 2007, the Issuer merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of the Issuer (the "Holding Company Merger"). In connection with the Holding Company Merger, the shares of common stock, including the shares of restricted stock, of the Issuer were converted into shares of common stock, including shares of restricted stock, of New M&I Corporation ("New Marshall & Ilsley"), which was subsequently renamed Marshall & Ilsley Corporation.
- (3) Reflects an option to purchase Issuer common stock that was cancelled pursuant to the Holding Company Merger. The option will be replaced with an option to purchase a number of shares of common stock of New Marshall & Ilsley. The number of shares of common stock underlying options held by the reporting person, and their exercise price, will be adjusted pursuant to the Employee Matters Agreement, dated April 3, 2007, as amended, between Metavante, Metavante Corporation, New Marshall & Ilsley, and the Issuer.
- (2) This option has been cancelled in its entirety. The vesting schedule with respect to the option to purchase shares of New Marshall & Ilsley granted to replace this option, as described in footnote 2, will be substantially similar to the vesting schedule of this option prior to cancellation.

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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