

MARSHALL & ILSLEY CORP  
Form 8-K  
May 20, 2009

**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 19, 2009**

**MARSHALL & ILSLEY CORPORATION**

(Exact name of registrant as specified in its charter)

<u>Wisconsin</u>	<u>1-33488</u>	<u>20-8995389</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<u>770 North Water Street</u> <u>Milwaukee, Wisconsin</u>	<u>53202</u>
(Address of principal executive offices)	(Zip Code)

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

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))

Item 8.01.

Other Events.

On May 14, 2009, Marshall & Ilsley Corporation (the “Corporation”) entered into an Equity Distribution Agreement (the Agreement ) with Morgan Stanley & Co. Incorporated ( Morgan Stanley ), pursuant to which the Corporation may issue and sell, from time to time, shares of its common stock, \$1.00 par value per share (the Shares ), having an aggregate offering price of up to \$350,000,000 through Morgan Stanley, as the Corporation’s sales agent.

Pursuant to the Agreement, Shares may be sold (the Offering ) on the New York Stock Exchange or otherwise, at market prices prevailing at the time of sale, at prices related to the prevailing market prices, or at negotiated prices.

The Corporation used its Shelf Registration Statement (the Registration Statement ) on Form S-3 (Registration No. 333-147162), filed with the Securities and Exchange Commission (the SEC ) on November 6, 2007, including the base prospectus included therein, and a prospectus supplement filed with the SEC on May 19, 2009 (the Prospectus Supplement ), to register the sale of the Shares. Prospective investors should read the Prospectus Supplement and all documents incorporated therein. The Agreement is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the material terms of the Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to such exhibit.

On May 19, 2009, the Corporation issued a press release announcing the commencement of the Offering. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Exhibits 5.1 and 23.1 to this Current Report on Form 8-K are filed herewith in connection with the Registration Statement and are incorporated therein by reference.

Item 9.01.

Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Godfrey & Kahn, S.C.
23.1	Consent of Godfrey & Kahn, S.C. (included as part of Exhibit 5.1)
99.1	Equity Distribution Agreement, dated May 19, 2009, between Marshall & Ilsley Corporation and Morgan Stanley & Co. Incorporated
99.2	Press Release, dated May 19, 2009



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.

Dated: May 20, 2009

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson

Randall J. Erickson

Senior Vice President, Chief Administrative  
Officer and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Godfrey & Kahn, S.C.
23.1	Consent of Godfrey & Kahn, S.C. (included as part of Exhibit 5.1)
99.1	Equity Distribution Agreement, dated May 19, 2009, between Marshall & Ilsley Corporation and Morgan Stanley & Co. Incorporated
99.2	Press Release, dated May 19, 2009