#### MARSHALL & ILSLEY CORP

Form 4

January 23, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per

**OMB APPROVAL** 

response...

Estimated average

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOGAN MARK R			2. Issuer Name and Ticker or Trading Symbol MARSHALL & ILSLEY CORP [MI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 770 N. WATE	(First) R ST.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2008	Director 10% Owner _X_ Officer (give title Other (specify below)  Sr. VP and Chief Credit Off.			
	(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			

		1 (130)							
(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. Transacti Code (Instr. 8)		)	d (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		I	5,877.0014	A	\$ 21.97	38,453.0265	I	By Deferred Compensation
Common Stock							62,794	D	
Common Stock							20,802	I	By Trust
Common Stock							4,542	I	By Children
Common Stock							5,938.4387	I	By Retirement Program

#### Edgar Filing: MARSHALL & ILSLEY CORP - Form 4

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.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative			Secur	ities	(Instr. 5)	]	
		Derivative				Securities	1	(Instr. 3 and 4)			(	
		Security			Acquired							]
·						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date	Expiration		Number		
							Exercisable	Date	11110	of		
					Code V	(A) (D)				Shares		
					Code v	(A) $(D)$				Shares		

## **Reporting Owners**

Director 10% Owner Officer Other

HOGAN MARK R 770 N. WATER ST. MILWAUKEE, WI 53202

Sr. VP and Chief Credit Off.

### **Signatures**

/s/ Jodi W. Rosenthal, as attorney-in-fact

01/23/2008

\*\*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).

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.

Reporting Owners 2