

MARSHALL & ILSLEY CORP  
 Form 4  
 April 19, 2011

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

OMB APPROVAL

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

OMB  
 Number: 3235-0287  
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(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 N. WATER ST.  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/15/2011

Director  10% Owner  
 Officer (give title below)  Other (specify  
 below)  
 Chairman, CEO and President

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)
Common Stock	04/15/2011		A	(A) or (D) Code V Amount <u>11,095</u> (1)	\$ 0 782,175	D	
Common Stock	04/15/2011		F	4,904	\$ 7.98 777,271	D	
Common Stock					157,850.6048	I	By Deferred Compensation Plan
Common Stock					16,744.7463	I	By Retirement Program
Common Stock					12,500	I	IRA

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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
FURLONG MARK F 770 N. WATER ST. MILWAUKEE, WI 53202	X		Chairman, CEO and President	

## Signatures

/s/ Jodi W. Rosenthal, as attorney-in-fact 04/19/2011

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) Shares of Marshall & Ilsley Corporation (the "Company") common stock acquired as stock salary by the Reporting Person under the Company's 2010 Equity Incentive Plan. The shares were fully vested at the time of grant, but are subject to transfer restrictions. One third of the stock salary shares will be released from the transfer restrictions on each of June 30, 2012, June 30, 2013 and June 30, 2014. For more information, please see the Current Report on Form 8-K filed by the Company on December 29, 2009.

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.