MARSHALL & ILSLEY CORP

Form 4 July 07, 2011

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

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

ONEILL THOMAS J/WI/ Sym MA			Symbol	l	nd Ticker or T			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) TH WATER STR	(Middle) EET		of Earliest Transaction /Day/Year) 2011				DirectorX Officer (gibelow) Sen			
MILWAU				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - Nor	ı-Derivative So	ecuriti	ies Acq	uired, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	onor Disposed of (Instr. 3, 4 an	of (D) d 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	07/05/2011			Code V D	Amount 211,871	(D)	Price (1)	0	D		
Common Stock	07/05/2011			D	62,551.18	D	<u>(2)</u>	0	I	By Deferred Compensation Plan	
Common Stock	07/05/2011			D	6,738.98	D	<u>(3)</u>	0	I	By Retirement Program	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.66	07/05/2011		D	69,200	<u>(4)</u>	10/29/2018	Common Stock	69,200
Stock Option (Right to Buy)	\$ 21.3665	07/05/2011		D	73,491	<u>(5)</u>	10/25/2012	Common Stock	73,491
Stock Option (Right to Buy)	\$ 23.911	07/05/2011		D	64,138	<u>(6)</u>	12/20/2011	Common Stock	64,138
Stock Option (Right to Buy)	\$ 26.0364	07/05/2011		D	60,129	<u>(7)</u>	10/27/2013	Common Stock	60,129
Stock Option (Right to Buy)	\$ 31.3949	07/05/2011		D	66,810	<u>(8)</u>	10/27/2014	Common Stock	66,810
Stock Option (Right to Buy)	\$ 31.4024	07/05/2011		D	60,129	<u>(9)</u>	10/19/2017	Common Stock	60,129
Stock Option (Right to Buy)	\$ 32.046	07/05/2011		D	66,810	(10)	10/28/2015	Common Stock	66,810
Stock Option (Right to	\$ 35.975	07/05/2011		D	60,129	(11)	10/30/2016	Common Stock	60,129

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ONEILL THOMAS J/WI/ 770 NORTH WATER STREET MILWAUKEE, WI 53202

Senior Vice President

Signatures

Jodi W. Rosenthal (as attorney-in-fact)

07/07/2011

**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).
- Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO"), pursuant to which, effective July 5, 2011,
- (1) Marshall & Ilsley Corporation merged with and into a subsidiary of BMO (the "Merger"), in exchange for 26,632 shares of BMO common stock having a market value of \$63.15 per share.
- Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 7,862 shares of BMO common stock having a market value of \$63.15 per share.
- Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 847 shares of BMO common stock having a market value of \$63.15 per share.
- This option provided for vesting in three equal installments beginning 10/29/2009. Vesting was accelerated to the effective time of the Merger and the option was assumed by BMO in the merger and replaced with an option to purchase 8,698 shares of BMO common stock for \$148.45 per share.
- This option, which vested in three equal installments beginning 10/25/2003, was assumed by BMO in the Merger and replaced with an option to purchase 9,237 shares of BMO common stock for \$169.98 per share.
- This option, which vested in three equal installments beginning 12/20/2002, was assumed by BMO in the Merger and replaced with an option to purchase 8,062 shares of BMO common stock for \$190.22 per share.
- This option, which vested in three equal installments beginning 10/27/2004, was assumed by BMO in the Merger and replaced with an option to purchase 7,558 shares of BMO common stock for \$207.13 per share.
- This option, which vested in three equal installments beginning 10/27/2005, was assumed by BMO in the Merger and replaced with an option to purchase 8,398 shares of BMO common stock for \$249.76 per share.
- (9) This option, which vested in three equal installments beginning 10/19/2008, was assumed by BMO in the Merger and replaced with an option to purchase 7,558 shares of BMO common stock for \$249.82 per share.
- (10) This option, which vested in three equal installments beginning 10/28/2006, was assumed by BMO in the Merger and replaced with an option to purchase 8,398 shares of BMO common stock for \$254.94 per share.
- (11) This option, which vested in three equal installments beginning 10/30/2007, was assumed by BMO in the Merger and replaced with an option to purchase 7,558 shares of BMO common stock for \$286.20 per share.

Remarks:

On July 5, 2011, Bank of Montreal ("BMO") and Marshall & Ilsley Corporation ("M&I") completed their previously announce. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 3

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