

NEW M&I CORP
Form 4
November 14, 2007

FORM 4

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

OMB APPROVAL

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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 *
ONEILL THOMAS J/WI/

(Last) (First) (Middle)
770 N. WATER ST.
(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEW M&I CORP [MI]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 5,050 | D | |
| Common Stock | | | | | 49,259.6142 | I | By Deferred Compensation Plan |
| Common Stock | | | | | 5,654.3378 | I | By Retirement Program |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 31.3903 | 11/01/2007 | | A | 66,820 | <u>(1)</u> 10/27/2014 | Common Stock | 66,820 |
| Stock Option (Right to Buy) | \$ 32.0413 | 11/01/2007 | | A | 66,820 | <u>(2)</u> 10/28/2015 | Common Stock | 66,820 |
| Stock Option (Right to Buy) | \$ 35.9698 | 11/01/2007 | | A | 60,138 | <u>(3)</u> 10/30/2016 | Common Stock | 60,138 |
| Stock Option (Right to Buy) | \$ 31.3978 | 11/01/2007 | | A | 60,138 | <u>(4)</u> 10/19/2017 | Common Stock | 60,138 |
| Stock Option (Right to Buy) | \$ 19.3851 | 11/01/2007 | | A | 16,037 | <u>(5)</u> 12/10/2008 | Common Stock | 16,037 |
| Stock Option (Right to Buy) | \$ 23.0096 | 11/01/2007 | | A | 24,055 | <u>(6)</u> 12/16/2009 | Common Stock | 24,055 |
| Stock Option (Right to Buy) | \$ 15.5326 | 11/01/2007 | | A | 70,829 | <u>(7)</u> 06/30/2010 | Common Stock | 70,829 |
| Stock Option (Right to Buy) | \$ 23.9075 | 11/01/2007 | | A | 64,147 | <u>(8)</u> 12/20/2011 | Common Stock | 64,147 |

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?Post-distribution Stock Price?). The adjusted exercise price of each converted option is equal to the exercise price per share of Old Marshall & Ilsley common stock subject to such option immediately prior to the share distribution divided by the quotient obtained by dividing the Pre-distribution Stock Price by the Post-distribution Stock Price.

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.