

Benschoter Ann M.
Form 4
July 07, 2011

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 *
Benschoter Ann M.

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 NORTH WATER STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/05/2011		D	181,584 D (1) 0		D	
Common Stock	07/05/2011		D	2,921.59 D (2) 0		I	By Deferred Compensation Plan
Common Stock	07/05/2011		D	2,288.55 D (3) 0		I	By Retirement Plan
Common Stock	07/05/2011		D	150 D (4) 0		I	By Daughter
Common Stock	07/05/2011		D	488.337 D (5) 0		I	By Son

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.66	07/05/2011		D	23,100	<u>(6)</u> 10/29/2018	Common Stock	23,100
Stock Option (Right to Buy)	\$ 21.3665	07/05/2011		D	12,026	<u>(7)</u> 10/25/2012	Common Stock	12,026
Stock Option (Right to Buy)	\$ 23.911	07/05/2011		D	10,690	<u>(8)</u> 12/20/2011	Common Stock	10,690
Stock Option (Right to Buy)	\$ 26.0364	07/05/2011		D	10,022	<u>(9)</u> 10/27/2013	Common Stock	10,022
Stock Option (Right to Buy)	\$ 31.3949	07/05/2011		D	13,028	<u>(10)</u> 10/27/2014	Common Stock	13,028
Stock Option (Right to Buy)	\$ 31.4024	07/05/2011		D	20,043	<u>(11)</u> 10/19/2017	Common Stock	20,043
Stock Option (Right to Buy)	\$ 32.046	07/05/2011		D	20,043	<u>(12)</u> 10/28/2015	Common Stock	20,043

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- (13) 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 2,267 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 announced merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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