

MARSHALL & ILSLEY CORP

Form 4/A

January 24, 2008

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

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 APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KUESTER DENNIS J

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)
11/01/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman

MILWAUKEE, WI 53202

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/14/2007

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)
			Code	V Amount (D) Price			
Common Stock					326,142	D	
Common Stock					1,335	I	By Trust
Common Stock					799.1108	I	By Retirement Program
Common Stock					111,057.5353	I	By Deferred Compensation Plan

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 26.0364	11/01/2007		A		270,621		<u>(1)</u>	10/27/2013	Common Stock	270,621
Stock Option (Right to Buy)	\$ 17.0633	11/01/2007		A		213,824		<u>(2)</u>	12/14/2010	Common Stock	213,824
Stock Option (Right to Buy)	\$ 19.3879	11/01/2007		A		133,640		<u>(3)</u>	12/10/2008	Common Stock	133,640
Stock Option (Right to Buy)	\$ 21.3665	11/01/2007		A		360,828		<u>(4)</u>	10/25/2012	Common Stock	360,828
Stock Option (Right to Buy)	\$ 31.3949	11/01/2007		A		270,621		<u>(5)</u>	10/27/2014	Common Stock	270,621
Stock Option (Right to Buy)	\$ 23.013	11/01/2007		A		185,759		<u>(6)</u>	12/16/2009	Common Stock	185,759
Stock Option (Right to Buy)	\$ 32.046	11/01/2007		A		270,621		<u>(7)</u>	10/28/2015	Common Stock	270,621
Stock Option	\$ 31.4024	11/01/2007		A		200,460		<u>(8)</u>	10/19/2017	Common Stock	200,460

(Right to
Buy)

Stock

Option
(Right to
Buy)

\$ 35.975

11/01/2007

A

243,558

(9)

10/30/2016

Common
Stock

243,558

Stock

Option
(Right to
Buy)

\$ 23.911

11/01/2007

A

327,418

(10)

12/20/2011

Common
Stock

327,418

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUESTER DENNIS J 770 N. WATER ST. MILWAUKEE, WI 53202	X		Chairman	

Signatures

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

01/24/2008

**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).

- (1) Immediately exercisable upon original grant date of 10/27/2003.
- (2) Immediately exercisable upon original grant date of 12/14/2000.
- (3) Immediately exercisable upon original grant date of 12/10/1998.
- (4) Immediately exercisable upon original grant date of 10/25/2002.
- (5) Immediately exercisable upon original grant date of 10/27/2004.
- (6) Immediately exercisable upon original grant date of 12/16/1999.
- (7) Immediately exercisable upon original grant date 10/28/2005.
- (8) Immediately exercisable upon original grant date of 10/19/2007.
- (9) Immediately exercisable upon original grant date of 10/30/2006.
- (10) Immediately exercisable upon original grant date of 12/20/2001.

- (11) This option was granted pursuant to a series of transactions under an Investment Agreement, dated as of April 3, 2007, among the entity formerly known as Marshall & Ilsley Corporation ("Old Marshall & Ilsley"), certain of its subsidiaries and WPM, L.P. Pursuant to the Employee Matters Agreement executed in connection with the transactions, 25% of the Reporting Person's Old Marshall & Ilsley stock options were converted into options to acquire Metavante Technologies, Inc. common stock, and 75% of such options were converted into options to acquire Issuer common stock. The purpose of this amendment is to correct the number of options to acquire Issuer common stock acquired by the Reporting Person in connection with the transaction that was reported on November 15, 2007.

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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