

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 *
KELLNER TED D

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)

MILWAUKEE, WI 53202

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/15/2007

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	(A) or (D)	Price
Common Stock					173,443	D	
Common Stock					9,322.884	I	Deferred Compensation Plan
Common Stock					50,000	I	By Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.8692	11/01/2007		A		20,046		<u>(1)</u>	04/25/2016	Common Stock	20,046
Stock Option (Right to Buy)	\$ 18.8734	11/01/2007		A		20,046		<u>(2)</u>	04/25/2010	Common Stock	20,046
Stock Option (Right to Buy)	\$ 21.9053	11/01/2007		A		20,046		<u>(3)</u>	04/22/2013	Common Stock	20,046

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLNER TED D 770 N. WATER ST. MILWAUKEE, WI 53202	X

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 04/25/2006.

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- (2) Immediately exercisable upon original grant date of 04/25/2000.
- (3) Immediately exercisable upon original grant date of 04/22/2003.

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

- (4) 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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