

WIGDALE JAMES B  
Form 4  
July 07, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WIGDALE JAMES B

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)

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

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

770 NORTH WATER STREET

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

(Street)

MILWAUKEE, WI 53202

(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)  | Price   |  |   |
| Common Stock                    | 07/05/2011                           |  | D                              | 386,919   | D <u>(1)</u> 0  | D  |   |
| Common Stock                    | 07/05/2011                           |  | D                              | 3,668.43  | D <u>(2)</u> 0  | I  | By Deferred Compensation Plan                         |
| Common Stock                    | 07/05/2011                           |  | D                              | 23,756  | D <u>(3)</u> 0  | I  | By Spouse   |

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**

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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A) (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 5.9   | 07/05/2011                           |  | D                              |   | 2,000   | (4)  | 04/28/2019      | Common Stock  | 2,000                      |
| Stock Option (Right to Buy)                | \$ 9.08  | 07/05/2011                           |  | D                              |   | 2,000   | (5)  | 04/27/2020      | Common Stock  | 2,000                      |
| Stock Option (Right to Buy)                | \$ 21.3665   | 07/05/2011                           |  | D                              |   | 267,241 | (6)  | 10/25/2012      | Common Stock  | 267,241                    |
| Stock Option (Right to Buy)                | \$ 26.0364   | 07/05/2011                           |  | D                              |   | 180,388 | (7)  | 10/27/2013      | Common Stock  | 180,388                    |
| Stock Option (Right to Buy)                | \$ 31.3799   | 07/05/2011                           |  | D                              |   | 1,604   | (8)  | 04/26/2015      | Common Stock  | 1,604                      |
| Stock Option (Right to Buy)                | \$ 32.8692   | 07/05/2011                           |  | D                              |   | 20,043  | (9)  | 04/25/2016      | Common Stock  | 20,043                     |
| Stock Option (Right to Buy)                | \$ 23.911  | 07/05/2011                           |  | D                              |   | 327,370 | (10)   | 04/25/2016      | Common Stock  | 327,370                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

WIGDALE JAMES B  
 770 NORTH WATER STREET X  
 MILWAUKEE, WI 53202

## 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).
- (1) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO"), pursuant to which, effective July 5, 2011, Marshall & Ilsley Corporation merged with and into a subsidiary of BMO (the "Merger"), in exchange for 48,635 shares of BMO common stock having a market value of \$63.15 per share.
  - (2) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 461 shares of BMO common stock having a market value of \$63.15 per share.
  - (3) Disposed of pursuant to merger agreement between issuer and Bank of Montreal ("BMO") in exchange for 2,986 shares of BMO common stock having a market value of \$63.15 per share.
  - (4) This option which vested on 4/28/2009, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 251 shares of BMO common stock for \$46.94 per share.
  - (5) This option which vested on 4/27/2010, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 251 shares of BMO common stock for \$72.24 per share.
  - (6) This option which vested on 10/25/2002, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 33,592 shares of BMO common stock for \$169.98 per share.
  - (7) This option which vested on 10/27/2003, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 22,674 shares of BMO common stock for \$207.13 per share.
  - (8) This option which vested on 4/26/2005, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 201 shares of BMO common stock for \$249.64 per share.
  - (9) This option which vested on 4/25/2006, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 2,519 shares of BMO common stock for \$261.49 per share.
  - (10) This option which vested on 12/20/2001, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 41,150 shares of BMO common stock for \$190.22 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. 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.