

MARSHALL & ILSLEY CORP  
Form 8-K  
October 22, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**  
**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 21, 2009**

**MARSHALL & ILSLEY CORPORATION**

(Exact name of registrant as specified in its charter)

<u>Wisconsin</u>	<u>1-33488</u>	<u>20-8995389</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<u>770 North Water Street</u> <u>Milwaukee, Wisconsin</u>	<u>53202</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (414) 765-7801

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 8.01.**

**Other Events.**

On October 21, 2009, Marshall & Ilsley Corporation (the "Corporation") entered into an Underwriting Agreement (the Agreement ) with Morgan Stanley & Co. Incorporated and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (the Underwriters ), pursuant to which the Corporation agreed to issue and sell 136,000,000 shares of its common stock, \$1.00 par value per share (the Common Stock ), at a public offering price of \$5.75 per share in an underwritten public offering (the Offering ). As part of the Offering, the Corporation has granted the Underwriters a 30-day option to purchase an additional 20,400,000 shares of Common Stock.

The Offering is being made under the Corporation's Shelf Registration Statement (the Registration Statement ) on Form S-3 (Registration No. 333-147162), filed with the Securities and Exchange Commission (the SEC ) on November 6, 2007, including the base prospectus included therein and a final prospectus supplement filed with the SEC on October 22, 2009 (the Prospectus Supplement ).

The Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the material terms of the Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Exhibits 5.1 and 23.1 to this Current Report on Form 8-K are filed herewith in connection with the Registration Statement and are incorporated therein by reference.

**Item 9.01.**

**Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated October 21, 2009, among Marshall & Ilsley Corporation and Morgan Stanley & Co. Incorporated and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein
5.1	Opinion of Godfrey & Kahn, S.C.
23.1	Consent of Godfrey & Kahn, S.C. (included as part of Exhibit 5.1)



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 22, 2009

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson

Randall J. Erickson

Senior Vice President, Chief Administrative

Officer and General Counsel

**EXHIBIT INDEX**

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