

MARSHALL & ILSLEY CORP/WI/

Form 4

November 05, 2007

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

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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/WI/
[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)
11/01/2007

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

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)
Common Stock	11/01/2007		D	326,142	D \$ 0 (1) 0	D	
Common Stock	11/01/2007		D	799.1108	D \$ 0 (1) 0	I	By Retirement Program
Common Stock	11/01/2007		D	1,335	D \$ 0 (1) 0	I	By Trust
Common Stock	11/01/2007		D	111,057.5353	D \$ 0 (1) 0	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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(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	\$ 41.96	11/01/2007		D	150,000	(2) 10/19/2017	Common Stock 150,000 (1)
Stock Option	\$ 25.9063	11/01/2007		D	100,000	(2) 12/10/1998	Common Stock 100,000 (1)
Stock Option	\$ 30.75	11/01/2007		D	139,000	(2) 12/16/2009	Common Stock 139,000 (1)
Stock Option	\$ 42.82	11/01/2007		D	202,500	(2) 10/28/2016	Common Stock 202,500 (1)
Stock Option	\$ 22.8	11/01/2007		D	160,000	(2) 12/14/2010	Common Stock 160,000 (1)
Stock Option	\$ 31.95	11/01/2007		D	245,000	(2) 12/20/2011	Common Stock 245,000 (1)
Stock Option	\$ 28.55	11/01/2007		D	270,000	(2) 10/25/2012	Common Stock 270,000 (1)
Stock Option	\$ 34.79	11/01/2007		D	202,500	(2) 10/27/2013	Common Stock 202,500 (1)
Stock Option	\$ 41.95	11/01/2007		D	202,500	(2) 10/27/2014	Common Stock 202,500 (1)
Stock Option	\$ 48.07	11/01/2007		D	182,250	(2) 10/30/2006	Common Stock 182,250 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUESTER DENNIS J 770 NORTH WATER STREET	X		Chairman & CEO	

MILWAUKEE, WI 53202

Signatures

Jodi Rosenthal (pursuant to Power of Attorney previously filed)

11/05/2007

__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) Reflects the disposition of shares of the Issuer pursuant to a series of transactions under an Investment Agreement, dated as of April 3, 2007, among the Issuer, certain of its subsidiaries and WPM, L.P. (the "Investment Agreement"). Pursuant to the Investment Agreement, on November 1, 2007, the Issuer merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of the Issuer (the "Holding Company Merger"). In connection with the Holding Company Merger, the shares of common stock, including the shares of restricted stock, of the Issuer were converted into shares of common stock, including shares of restricted stock of New M&I Corporation ("New Marshall & Ilsley"), which was subsequently renamed Marshall & Ilsley Corporation.

(2) This option has been cancelled in its entirety. The vesting schedule with respect to the option to purchase shares of new Marshall & Ilsley granted to replace this option, as described in footnote 2, will be substantially similar to the vesting schedule of this option prior to cancellation.

(3) Reflects an option to purchase Issuer common stock that was cancelled pursuant to the Holding Company Merger. The option will be replaced with an option to purchase a number of shares of common stock of New Marshall & Ilsley. The number of shares of common stock underlying options held by the reporting person and their exercise price, will be adjusted pursuant to the Employee Matters Agreement, dated April 3, 2007, as amended, between Metavante, Metavante Corporation, New Marshall & Ilsley and the Issuer.

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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