

MARSHALL &amp; 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hayford Michael D

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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive VP and COO

MILWAUKEE, WI 53202

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 11/01/2007                              |                                                             | D                                    | 35,481                                                                  | D<br>\$ 0<br>(1) 0                                                                                                 | D                                                                       |                                                                |
| Common<br>Stock                       | 11/01/2007                              |                                                             | D                                    | 3,932.3291                                                              | D<br>\$ 0<br>(1) 0                                                                                                 | I                                                                       | Deferred<br>Compensation                                       |
| Common<br>Stock                       | 11/01/2007                              |                                                             | D                                    | 3,375.4883                                                              | D<br>\$ 0<br>(1) 0                                                                                                 | I                                                                       | Retirement<br>Program                                          |

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  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Option                                              | \$ 48.07                                                           | 11/01/2007                              |                                                             | D                                    | 37,500                                                                                                       | (2) 10/30/2016                                                 | Common<br>Stock                                                     | 37,500                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 28.55                                                           | 11/01/2007                              |                                                             | D                                    | 40,000                                                                                                       | (2) 10/25/2012                                                 | Common<br>Stock                                                     | 40,000                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 34.79                                                           | 11/01/2007                              |                                                             | D                                    | 30,000                                                                                                       | (2) 10/27/2013                                                 | Common<br>Stock                                                     | 30,000                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 41.95                                                           | 11/01/2007                              |                                                             | D                                    | 33,750                                                                                                       | (2) 10/27/2014                                                 | Common<br>Stock                                                     | 33,750                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 42.82                                                           | 11/01/2007                              |                                                             | D                                    | 33,750                                                                                                       | (2) 10/28/2015                                                 | Common<br>Stock                                                     | 33,750                                 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                      |       |
|--------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                    | Director      | 10% Owner | Officer              | Other |
| Hayford Michael D<br>770 NORTH WATER STREET<br>MILWAUKEE, WI 53202 |               |           | Executive VP and COO |       |

## Signatures

Gina M.  
McBride

11/05/2007

Date

Signature of  
Reporting Person

## 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.

(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.

(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.

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.