

NEW M&I CORP
Form 4
November 14, 2007

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 *
Knickerbocker Beth D

(Last) (First) (Middle)
770 N. WATER ST.
(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEW M&I CORP [MI]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP and Chief Risk Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock | | | | | 5,791 | D | |
| Common Stock | | | | | 3,525.6091 | I | By Deferred Compensation Plan |
| Common Stock | | | | | 189.1252 | I | By Retirement Plan |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 27.5142 | 11/01/2007 | | A | 13,364 | <u>(1)</u> 04/30/2014 | Common Stock | 13,364 |
| Stock Option (Right to Buy) | \$ 32.0413 | 11/01/2007 | | A | 20,046 | <u>(2)</u> 10/28/2015 | Common Stock | 20,046 |
| Stock Option (Right to Buy) | \$ 35.9698 | 11/01/2007 | | A | 20,046 | <u>(3)</u> 10/30/2016 | Common Stock | 20,046 |
| Stock Option (Right to Buy) | \$ 31.3978 | 11/01/2007 | | A | 22,552 | <u>(4)</u> 10/19/2017 | Common Stock | 22,552 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knickerbocker Beth D 770 N. WATER ST. MILWAUKEE, WI 53202 | | | SVP and Chief Risk Officer | |

Signatures

/s/ Jodi W. Rosenthal, as
attorney-in-fact

11/14/2007

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) Vests in three equal installments commencing on the first anniversary of the original grant date of 4/30/2004.
- (2) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/28/2005.
- (3) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/30/2006.
- (4) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/19/2007.

This option was acquired 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. (the ?Investment Agreement?). Pursuant to the Investment Agreement, on November 1, 2007, Old Marshall & Ilsley merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of Old Marshall & Ilsley (the ?Holding Company Merger?).

- Immediately following the Holding Company Merger, shares of Issuer common stock were distributed to the former Old Marshall & Ilsley shareholders. Each option to purchase Old Marshall & Ilsley common stock was converted to an option to purchase a number of
- (5) shares of common stock of the Issuer equal to the number of shares subject to the Old Marshall & Ilsley option multiplied by a ratio, the numerator of which was the closing price per share Old Marshall & Ilsley common stock on the date immediately prior to the share distribution (the ?Pre-distribution Stock Price?) and the denominator of which was the average closing price per share of Issuer common stock over the sixth through tenth business days following the date of the share distribution (the ?Post-distribution Stock Price?). The adjusted exercise price of each converted option is equal to the exercise price per share of Old Marshall & Ilsley common stock subject to such option immediately prior to the share distribution divided by the quotient obtained by dividing the Pre-distribution Stock Price by the Post-distribution Stock Price.

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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