

ERICKSON RANDY J
Form 4
September 02, 2010

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 *
ERICKSON RANDY J

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)
770 N. WATER ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Admin. Off.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 08/31/2010 | | J ⁽¹⁾ | 3,287 D \$ 0 | 181,589 ⁽²⁾ | D | |
| Common Stock | 08/31/2010 | | J ⁽³⁾ | 1,300 D \$ 0 | 1,299 | I | By IRA |
| Common Stock | | | | | 32,456.8948 ⁽⁴⁾ | I | By Deferred Compensation Plan |
| Common Stock | | | | | 1,734.4443 | I | By Retirement Program |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ERICKSON RANDY J 770 N. WATER ST. MILWAUKEE, WI 53202 | | | SVP, Chief Admin. Off. | |

Signatures

/s/ Jodi W. Rosenthal, as attorney-in-fact
Date: 09/02/2010

**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) Pursuant to a marital settlement agreement dated 8/31/10, directly held shares were transferred to his ex-spouse.
Effective 8/31/10, Mr. Erickson's ex-spouse has an economic interest in fifty percent (50%) of the balance in Mr. Erickson's key restricted stock and stock salary share accounts which are subject to vesting and transfer restrictions, respectively. For further information regarding transfer restrictions on stock salary shares, please refer to the current Report on Form 8-K filed by the Company on December 29, 2009. Mr. Erickson reports the full amount of shares in these accounts but disclaims beneficial ownership in excess of his pecuniary interest.
- (2) Pursuant to a marital settlement agreement dated 8/31/10, Mr. Erickson's IRA shares were transferred to his ex-spouse.
- (3) Pursuant to a marital settlement agreement, Mr. Erickson's ex-spouse has an economic interest in some of the shares. Mr. Erickson reports the full amount of shares in the plan but disclaims beneficial ownership in excess of his pecuniary interest.

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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