#### Edgar Filing: MARSHALL & ILSLEY CORP/WI/ - Form 4

#### MARSHALL & ILSLEY CORP/WI/

Form 4

November 05, 2007

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Ronald E			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) 770 NORTH V		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2007	Director 10% Owner _X Officer (give title Other (specify below)  Executive Vice President		
(Street)			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		
MILWAUKE	E, WI 53202			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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/01/2007		D	14,876	D	\$ 0 (1)	0	D	
Common Stock	11/01/2007		D	4,000	D	\$ 0 (1)	0	I	By Children
Common Stock	11/01/2007		D	4,319.4905	D	\$ 0 (1)	0	I	By Retirement Program
Common Stock	11/01/2007		D	6,947.524	D	\$ 0 (1)	0	I	Deferred Compensation

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

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SEC 1474 (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 orDerivative 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
Option	\$ 41.96	11/01/2007		D	35,000	(2)	10/19/2017	Common Stock	35,000
Option	\$ 48.07	11/01/2007		D	30,000	(2)	10/30/2016	Common Stock	30,000
Stock Option	\$ 20.7578	11/01/2007		D	9,000	(2)	06/30/2010	Common Stock	9,000
Stock Option	\$ 25.9062	11/01/2007		D	7,500	(2)	12/10/2008	Common Stock	7,500
Stock Option	\$ 28.55	11/01/2007		D	15,000	(2)	10/25/2012	Common Stock	15,000
Stock Option	\$ 30.75	11/01/2007		D	7,500	(2)	12/16/2009	Common Stock	7,500
Stock Option	\$ 31.95	11/01/2007		D	7,000	(2)	12/20/2011	Common Stock	7,000
Stock Option	\$ 34.79	11/01/2007		D	12,750	(2)	10/27/2013	Common Stock	12,750
Stock Option	\$ 41.95	11/01/2007		D	17,000	(2)	10/27/2014	Common Stock	17,000
Stock Option	\$ 42.82	11/01/2007		D	30,000	(2)	10/28/2016	Common Stock	30,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Executive Vice President** 

Reporting Owners 2

Smith Ronald E 770 NORTH WATER STREET MILWAUKEE, WI 53202

### **Signatures**

Gina M. McBride 11/05/2007

\*\*Signature of Date
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).

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

- 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.
- 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, adn 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.
- This option has been cancelled in its entirety. The vesting schedule with respect to the option to purchase shares of New Marshall & Ilsley (2) 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.

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