

MARSHALL & ILSLEY CORP  
Form 15-12B  
July 06, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-33488

**MARSHALL & ILSLEY CORPORATION**

(Exact name of registrant as specified in its charter)

c/o BMO Financial Corp.

111 West Monroe Street

P.O. Box 755

Chicago, Illinois, USA 60690

Tel: +1 312-461-7745

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

See Annex A attached hereto

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(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date:

See Annex B attached hereto

Pursuant to the requirements of the Securities Exchange Act of 1934, BMO Financial Corp., as successor by merger to Marshall & Ilsley Corporation, has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

BMO FINANCIAL CORP.

By: /s/ ELLEN M. COSTELLO  
Ellen M. Costello  
Chief Executive Officer and President

July 6, 2011

Annex A

**Common Stock of Marshall & Ilsley Corporation, \$1.00 par value**

**Deferred Compensation Obligations**

(Marshall & Ilsley Corporation 2005 Executive Deferred Compensation Plan and  
Marshall & Ilsley Corporation Amended and Restated Executive Deferred Compensation Plan)

**Unissued securities registered under Automatic Shelf Registration Statement on Form S-3 (File No. 333-169927)**

**Senior Preferred Stock, Series B, \$1.00 par value per share**

**Warrant to Purchase Common Stock, \$1.00 par value per share**

**All outstanding Series E Notes, including:**

5.02% Medium-Term Notes, Series E due 2018

Step-Up Medium-Term Notes, Series E (currently at 6.00%) due 2023

Step-Up Medium-Term Notes, Series E (currently at 6.00%) due 2023

**All outstanding MiNotes, including:**

5.75% MiNotes due 2012

5.90% MiNotes due 2012

5.60% MiNotes due 2012

5.50% MiNotes due 2012

5.35% MiNotes due 2012

5.15% MiNotes due 2012

5.35% MiNotes due 2012

5.15% MiNotes due 2012

5.00% MiNotes due 2012

4.80% MiNotes due 2012

4.70% MiNotes due 2012

4.85% MiNotes due 2012

4.75% MiNotes due 2012

5.00% MiNotes due 2012

5.20% MiNotes due 2018

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4.40% MiNotes due 2013

5.05% MiNotes due 2018

5.10% MiNotes due 2023

5.25% MiNotes due 2028

4.85% MiNotes due 2018

4.80% MiNotes due 2018

4.80% MiNotes due 2018

Step-Up MiNotes (currently at 5.00%) due 2018

Step-Up MiNotes (currently at 5.20%) due 2018

Step-Up MiNotes (currently at 5.20%) due 2018

Step-Up MiNotes (currently at 5.50%) due 2018

Step-Up MiNotes (currently at 5.50%) due 2018

Step-Up MiNotes (currently at 6.00%) due 2023

Step-Up MiNotes (currently at 6.00%) due 2023

Step-Up MiNotes (currently at 6.00%) due 2023

Step-Up MiNotes (currently at 5.75%) due 2023

Step-Up MiNotes (currently at 5.40%) due 2028

5.50% MiNotes due 2019

6.00% MiNotes due 2030

5.625% MiNotes due 2022

5.625% MiNotes due 2022

5.70% MiNotes due 2023

5.00% MiNotes due 2011

5.125% MiNotes due 2014

5.15% MiNotes due 2014

4.25% MiNotes due 2011

4.45% MiNotes due 2012

4.45% MiNotes due 2012

5.00% MiNotes due 2018

4.50% MiNotes due 2015

4.00% MiNotes due 2011

4.00% MiNotes due 2011

4.00% MiNotes due 2012

4.25% MiNotes due 2014

4.35% MiNotes due 2014

4.15% MiNotes due 2011

4.40% MiNotes due 2013

4.60% MiNotes due 2012

5.25% MiNotes due 2023

4.60% MiNotes due 2012

5.25% MiNotes due 2023

4.90% MiNotes due 2012

5.40% MiNotes due 2020

5.05% MiNotes due 2012

4.95% MiNotes due 2012

6.20% MiNotes due 2028

6.25% MiNotes due 2028

6.00% MiNotes due 2028

6.30% MiNotes due 2038

6.00% MiNotes due 2023

6.25% MiNotes due 2028

**7.5% Subordinated Notes due 2013**

**Floating Rate Subordinated Notes due 2011**

Annex B

<b>Title of Securities</b>	<b>Approximate number of holders</b>
Common Stock of Marshall & Ilsley Corporation	0
Deferred Compensation Obligations	0
Unissued securities registered under Automatic Shelf Registration Statement on Form S-3 (File No. 333-169927)	0
Senior Preferred Stock, Series B	0
Warrant to Purchase Common Stock	0
Series E Notes	50 <sup>1</sup>
5.02% Medium-Term Notes, Series E due 2018	19
Step-Up Medium-Term Notes, Series E (currently at 6.00%) due 2023	43
Step-Up Medium-Term Notes, Series E (currently at 6.00%) due 2023	35
MiNotes	74 <sup>2</sup>
5.75% MiNotes due 2012	22
5.90% MiNotes due 2012	17
5.60% MiNotes due 2012	23
5.50% MiNotes due 2012	21
5.35% MiNotes due 2012	12
5.15% MiNotes due 2012	10
5.35% MiNotes due 2012	15
5.15% MiNotes due 2012	11
5.00% MiNotes due 2012	13
4.80% MiNotes due 2012	10
4.70% MiNotes due 2012	6
4.85% MiNotes due 2012	10
4.75% MiNotes due 2012	8
5.00% MiNotes due 2012	16
5.20% MiNotes due 2018	25
4.40% MiNotes due 2013	4

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5.05% MiNotes due 2018	14
5.10% MiNotes due 2023	5
5.25% MiNotes due 2028	13
4.85% MiNotes due 2018	18
4.80% MiNotes due 2018	8
4.80% MiNotes due 2018	11
Step-Up MiNotes (currently at 5.00%) due 2018	34
Step-Up MiNotes (currently at 5.20%) due 2018	39
Step-Up MiNotes (currently at 5.20%) due 2018	17
Step-Up MiNotes (currently at 5.50%) due 2018	28
Step-Up MiNotes (currently at 5.50%) due 2018	24
Step-Up MiNotes (currently at 6.00%) due 2023	28
Step-Up MiNotes (currently at 6.00%) due 2023	23
Step-Up MiNotes (currently at 6.00%) due 2023	32
Step-Up MiNotes (currently at 5.75%) due 2023	25
Step-Up MiNotes (currently at 5.40%) due 2028	21
5.50% MiNotes due 2019	13
6.00% MiNotes due 2030	24
5.625% MiNotes due 2022	19
5.625% MiNotes due 2022	16

<sup>1</sup> Approximate total unique holders of Series E Notes.

<sup>2</sup> Approximate total unique holders of MiNotes.



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5.70% MiNotes due 2023	15
5.00% MiNotes due 2011	13
5.125% MiNotes due 2014	9
5.15% MiNotes due 2014	5
4.25% MiNotes due 2011	2
4.45% MiNotes due 2012	8
4.45% MiNotes due 2012	10
5.00% MiNotes due 2018	5
4.50% MiNotes due 2015	2
4.00% MiNotes due 2011	10
4.00% MiNotes due 2011	2
4.00% MiNotes due 2012	7
4.25% MiNotes due 2014	2
4.35% MiNotes due 2014	3
4.15% MiNotes due 2011	9
4.40% MiNotes due 2013	2
4.60% MiNotes due 2012	10
5.25% MiNotes due 2023	5
4.60% MiNotes due 2012	8
5.25% MiNotes due 2023	7
4.90% MiNotes due 2012	28
5.40% MiNotes due 2020	12
5.05% MiNotes due 2012	17
4.95% MiNotes due 2012	14
6.20% MiNotes due 2028	28
6.25% MiNotes due 2028	18
6.00% MiNotes due 2028	19
6.30% MiNotes due 2038	13

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6.00% MiNotes due 2023	20
6.25% MiNotes due 2028	21
7.5% Subordinated Notes due 2013	9
Floating Rate Subordinated Notes due 2011	1