

NEW M&I CORP  
Form 3  
November 05, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Smith Ronald E                          |          | (Month/Day/Year)                     | NEW M&I CORP [MI]                                  |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          |                                      |  |  |
| 770 NORTH WATER STREET                    |          |                                      | (Check all applicable)                             |  |
|   | (Street) |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| MILWAUKEE, Â WI Â 53202                   |          |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State)  | (Zip)                                | (give title below)                                 | (specify below)  |
|   |          |                                      | Senior Vice President                              |  |
|   |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |          |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |          |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 14,876 <sup>(1)</sup>                                 | D  | Â   |
| Common Stock                    | 4,000 <sup>(1)</sup>                                  | I  | By Children   |
| Common Stock                    | 4,319.4905 <sup>(1)</sup>                             | I  | By Retirement Program                                 |
| Common Stock                    | 6,947.524 <sup>(1)</sup>                              | I  | By Deferred Compensation Plan                         |

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

SEC 1473 (7-02)

**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 number.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|---|--|---------------|--------------|--|
|--|---|--|---------------|--------------|--|

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| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date<br>Exercisable | Expiration<br>Date                | Title   | Amount or<br>Number of<br>Shares   |            |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Smith Ronald E<br>770 NORTH WATER STREET<br>MILWAUKEE, WI 53202 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

/s/ Jodi W. Rosenthal (pursuant to Power of Attorney filed herewith) 11/05/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 acquisition of shares of common stock of the Issuer 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 M&I") (which was subsequently converted to a limited liability company and renamed M&I LLC and is a subsidiary of the Issuer), certain of its subsidiaries and WPM, L.P. (the "Investment Agreement"). Pursuant to the Investment Agreement, on November 1, 2007, Old M&I merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of Old M&I (the "Holding Company Merger"). As a result of the completion of the transactions contemplated by the Investment Agreement, each holder of Old M&I common stock as of the effective time of the Holding Company Merger received three shares of common stock of the Issuer (which was subsequently renamed Marshall & Ilsley Corporation) and one share of common stock of Metavante

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.