

Buckhanan Walt A
 Form 4
 July 07, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Buckhanan Walt A

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 NORTH WATER STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/05/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Dir. of Diversity

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	(A) or (D)	Price
Common Stock	07/05/2011		D		1,071	D	(1) 0
Common Stock	07/05/2011		D		3,497.61	D	(2) 0

By Retirement Plan

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

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SEC 1474 (9-02)

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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)	\$ 5.21	07/05/2011		D	4,200	<u>(3)</u> 11/05/2019	Common Stock	4,200
Stock Option (Right to Buy)	\$ 18.66	07/05/2011		D	4,200	<u>(4)</u> 10/29/2018	Common Stock	4,200
Stock Option (Right to Buy)	\$ 19.7575	07/05/2011		D	4,009	<u>(5)</u> 02/13/2013	Common Stock	4,009
Stock Option (Right to Buy)	\$ 26.0364	07/05/2011		D	4,009	<u>(6)</u> 10/27/2013	Common Stock	4,009
Stock Option (Right to Buy)	\$ 31.3949	07/05/2011		D	3,675	<u>(7)</u> 10/27/2014	Common Stock	3,675
Stock Option (Right to Buy)	\$ 31.4024	07/05/2011		D	3,608	<u>(8)</u> 10/19/2017	Common Stock	3,608
Stock Option (Right to Buy)	\$ 31.9562	07/05/2011		D	473	<u>(9)</u> 10/31/2017	Common Stock	473
Stock Option (Right to Buy)	\$ 31.9562	07/05/2011		D	1,366	<u>(10)</u> 10/31/2017	Common Stock	1,366

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This option vested on 10/31/2007, the date of grant, was assumed by BMO in the Merger and replaced with an option to purchase 171 shares of BMO common stock for \$254.23 per share.

- (11) This option, which vested in three equal installments beginning on 10/28/2006, was assumed by BMO in the merger and replaced with an option to purchase 503 shares of BMO common stock for \$254.94 per share.
- (12) This option, which vested in three equal installments beginning 10/30/2007, was assumed by BMO in the merger and replaced with an option to purchase 453 shares of BMO common stock for \$286.20 per share.

Remarks:

On July 5, 2011, Bank of Montreal ("BMO") and Marshall & Ilsley Corporation ("M&I") completed their previously announced merger.

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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