MARSHALL & ILSLEY CORP/WI/

Form 4

November 05, 2007

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response...

obligations 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

2. Issuer Name and Ticker or Trading

0.5

1(b).

Common

Stock

11/01/2007

(Print or Type Responses)

1. Name and Address of Reporting Person *

ROOT THOMAS A			Symbol MARSHALL & ILSLEY CORP/WI/ [MI]					(Check all applicable)			
(Last) (First) (Middle) 770 NORTH WATER STREET			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2007					Director 10% Owner X Officer (give title Other (specify below) Senior Vice President			
				nendment, l	Date Original ear)		A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MILWAU	KEE, WI 53202					F	Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Sec	curities	Acqui	ired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities A own Disposed of (Instr. 3, 4 and Amount	(A) or (D)	Price \$ 0	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)	
Stock	11/01/2007			D	21,403	D	\$ 0 (1)	0	D		
Common Stock	11/01/2007			D	529.06	D	\$ 0 (1)	0	I	By Children	

3,013.2057 D

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

D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Ι

By

Retirement

Program

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displays a currently valid OMB control number.

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day,	ate	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		10,800	(2)	10/19/2017	Common Stock	10,800
Option	\$ 48.07	11/01/2007		D		10,800	(2)	10/30/2016	Common Stock	10,800
Stock Option	\$ 20.7578	11/01/2007		D		19,000	(2)	06/30/2010	Common Stock	19,000
Stock Option	\$ 25.9063	11/01/2007		D		6,000	(2)	12/10/2008	Common Stock	6,000
Stock Option	\$ 28.55	11/01/2007		D		16,000	(2)	10/25/2012	Common Stock	16,000
Stock Option	\$ 31.95	11/01/2007		D		14,000	(2)	12/20/2011	Common Stock	14,000
Stock Option	\$ 34.79	11/01/2007		D		12,000	(2)	10/27/2013	Common Stock	12,000
Stock Option	\$ 41.95	11/01/2007		D		12,000	(2)	10/27/2014	Common Stock	12,000
Stock Option	\$ 42.82	11/01/2007		D		12,000	(2)	10/28/2016	Common Stock	12,000
Stock Options (Right to buy)	\$ 30.75	11/01/2007		D		10,000	(2)	12/16/2009	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Senior Vice President

Reporting Owners 2

ROOT THOMAS A 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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