

MARSHALL & ILSLEY CORP
 Form 3
 December 31, 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 and Ticker or Trading Symbol | |
| Â Buckhanan Walt A | | (Month/Day/Year) | MARSHALL & ILSLEY CORP [MI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/20/2007 | | |
| 770 N. WATER STREET | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| MILWAUKEE,Â WIÂ 53202 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | V.P., Director of Diversity | |

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 | 975 | D | Â |
| Common Stock | 795.4738 | I | By Retirement 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 (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Stock Option (Right to Buy) | Â <u>(1)</u> | 10/31/2017 | Common Stock | 1,366 | \$ 31.9562 | D | Â |
| Stock Option (Right to Buy) | Â <u>(2)</u> | 10/19/2017 | Common Stock | 3,608 | \$ 31.4024 | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 12/16/2009 | Common Stock | 3,341 | \$ 23.013 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 10/31/2017 | Common Stock | 473 | \$ 31.9562 | D | Â |
| Stock Option (Right to Buy) | Â <u>(5)</u> | 10/27/2014 | Common Stock | 3,675 | \$ 31.3949 | D | Â |
| Stock Option (Right to Buy) | Â <u>(6)</u> | 12/14/2010 | Common Stock | 3,341 | \$ 17.0633 | D | Â |
| Stock Option (Right to Buy) | Â <u>(7)</u> | 10/30/2016 | Common Stock | 3,608 | \$ 35.975 | D | Â |
| Stock Option (Right to Buy) | Â <u>(8)</u> | 10/27/2013 | Common Stock | 4,009 | \$ 26.0364 | D | Â |
| Stock Option (Right to Buy) | Â <u>(9)</u> | 02/13/2003 | Common Stock | 4,009 | \$ 19.7575 | D <u>(11)</u> | Â |
| Stock Option (Right to Buy) | Â <u>(10)</u> | 10/28/2015 | Common Stock | 4,009 | \$ 32.046 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Buckhanan Walt A 770 N. WATER STREET MILWAUKEE, WI 53202 | Â | Â | Â V.P., Director of Diversity | Â |

Signatures

/s/ Jodi W. Rosenthal, as attorney-in-fact
12/31/2007

__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) Immediately exercisable upon the original grant date of 10/31/2007.
- (2) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/19/2007.

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- (3) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/16/1999.
- (4) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/31/2007.
- (5) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2004.
- (6) Vested in three equal installments commencing on the first anniversary of the original grant date of 12/14/2000.
- (7) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/30/2006.
- (8) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2003.
- (9) Vested in three equal installments commencing on the first anniversary of the original grant date of 02/17/2003.
- (10) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/28/2005.
- (11) Mr. Buckhanan's ex-spouse was awarded this entire stock option pursuant to a domestic relations order.

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.