Edgar Filing: O TOOLE ROBERT J - Form 4

O TOOLE DODEDT I

| Form 4 | 04, 2008 | | | | | | | | | | |
|--|--|--|--|---|--|--------|----------------------|---|---|--|--|
| | ЛЛ | | | | | | | | OMB A | PPROVAL | |
| | FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549 | | | | | | OMMISSION | OMB Number: | 3235-0287 | | |
| Check t if no lo subject Section Form 4 Form 5 | to SIAIE 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Expires:January 31, 2005Estimated average burden hours per response0.5 | | |
| obligati may co | ons Section 17 | 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 | e Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> O TOOLE ROBERT J | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | MARSHALL & ILSLEY CORP [MI] | | | | Р | (Check all applicable) | | | |
| (Last) 770 N. WA | | (Middle) | | Day/Year) | Transaction | | | X Director Officer (give t below) | | b Owner er (specify | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| MILWAU | KEE, WI 53202 | | | | | | | Form filed by Mo Person | ore than One Ro | eporting | |
| (City) | (State) | (Zip) | Tal | ble I - Non | -Derivative S | ecuri | ties Acqu | uired, Disposed of, | or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution E any (Month/Day | Date, if | 3. Transactic Code (Instr. 8) | 4. Securities or Disposed (Instr. 3, 4 and | of (D) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 12/02/2008 | | | Code V A | Amount 549.3131 | (D) | Price \$ 13.35 | (Instr. 3 and 4) 16,538.7227 | I | Deferred Compensation Plan | |

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

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 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) | 4. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Secur (Instr. | int of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|--|--|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| O TOOLE ROBERT J | | | | | | | |
| 770 N. WATER ST. | Х | | | | | | |
| MILWAUKEE, WI 53202 | | | | | | | |
| Signatures | | | | | | | |
| /s/ Jodi W. Rosenthal, as | | | | | | | |
| attorney-in-fact | | 12/03/2 | 2008 | | | | |
| **Signature of Reporting Person | | Dat | e | | | | |
| | | | | | | | |

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).

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.