

MARSHALL & ILSLEY CORP

Form 4

August 20, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTS JOHN L

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 N. WATER ST.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior Vice President

MILWAUKEE, WI 53202

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
____ 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)
Common Stock	08/18/2009		J ⁽¹⁾	27,083 D	\$ 0 (1) 95,405	D	
Common Stock	08/18/2009		A ⁽²⁾	23,827 A	\$ 0 (2) 119,232	D	
Common Stock					7.0923	I	By Child
Common Stock					62,306.6014	I	By Deferred Compensation Plan
Common Stock					7,645.0485	I	By Retirement Program

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROBERTS JOHN L
770 N. WATER ST.
MILWAUKEE, WI 53202

Senior Vice President

Signatures

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

08/19/2009

__Signature of Reporting Person

Date

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).

- (1) Reflects the rescission by the Company of the May 11, 2009 key restricted stock award. The May 11, 2009 award needed to be restructured in order to be in compliance with the interim final rules for TARP recipients subsequently published by the U.S. Treasury (the "Interim Final Rules"). The May 11, 2009 award was subject to the Company's right to reduce, delay vesting, cancel, impose different terms and conditions, and/or pay the award in an alternate form for any individual, including the Reporting Person, who is or may become one of the Company's senior executive officers or most highly compensated employees under the American Recovery and Reinvestment Act of 2009 (the "ARRA") as the Company deems necessary in order to comply with applicable law or regulation.
- (2) Reflects an award of key restricted stock in lieu of an award under the Company's 1994 Long-Term Incentive Plan for Executives for the three-year performance period beginning in 2009, which is prohibited under the ARRA and the Interim Final Rules. The award vests on August 18, 2012, subject to the participant's continued employment with the Company and subject to accelerated vesting upon the death

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of the participant. However, as long as the Company is a "TARP recipient," as defined under the Interim Final Rules, the award may become transferable only in 25% increments at the time of the Company's repayment of 25%, 50%, 75% and 100%, respectively, of the financial assistance it received under the U.S. Treasury's Capital Purchase Program, or as may be required to satisfy tax obligations incurred in connection with the vesting of the restricted shares.

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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