NEW M&I CORP
Form 4
November 14, 2007

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LYALL KATHARINE C

(Last) (First) (Middle)

770 N. WATER ST.

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NEW M&I CORP [MI]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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								2,000	D	
Common Stock								3,550	I	By Deferred Compensation 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)

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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 18.8707	11/01/2007		A		20,046		(1)	04/25/2010	Common Stock	20,046	
Stock Option (Right to Buy)	$ 21.9021	11/01/2007		A		20,046		(2)	04/22/2013	Common Stock	20,046	
Stock Option (Right to Buy)	$ 32.8644	11/01/2007		A		20,046		(3)	04/25/2016	Common Stock	20,046	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYALL KATHARINE C 770 N. WATER ST. MILWAUKEE, WI 53202	X			

Signatures

/s/ Jodi W. Rosenthal, as attorney-in-fact	11/14/2007
**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) Immediately exercisable upon original grant date of 04/25/2000.

(2) Immediately exercisable upon original grant date of 04/22/2003.

(3) Immediately exercisable upon original grant date of 04/25/2006.

(4)

This option was acquired pursuant to a series of transactions under an Investment Agreement, dated as of April 3, 2007, among the entity formerly known as Marshall & Ilsley Corporation (?Old Marshall & Ilsley?), certain of its subsidiaries and WPM, L.P. (the ?Investment Agreement?). Pursuant to the Investment Agreement, on November 1, 2007, Old Marshall & Ilsley merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of Old Marshall & Ilsley (the ?Holding Company Merger?). Immediately following the Holding Company Merger, shares of Issuer common stock were distributed to the former Old Marshall & Ilsley shareholders. Each option to purchase Old Marshall & Ilsley common stock was converted to an option to purchase a number of shares of common stock of the Issuer equal to the number of shares subject to the Old Marshall & Ilsley option multiplied by a ratio, the numerator of which was the closing price per share Old Marshall & Ilsley common stock on the date immediately prior to the share distribution (the ?Pre-distribution Stock Price?) and the denominator of which was the average closing price per share of Issuer common stock over the sixth through tenth business days following the date of the share distribution (the ?Post-distribution Stock Price?). The adjusted exercise price of each converted option is equal to the exercise price per share of Old Marshall & Ilsley common stock subject to such option immediately prior to the share distribution divided by the quotient obtained by dividing the Pre-distribution Stock Price by the Post-distribution Stock Price.

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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