NEW M&I CORP
Form 4
November 14, 2007

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROOT THOMAS A

(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)

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

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								21,403	D	
Common Stock								3,013.2057	I	By Retirement Program
Common Stock								529.06	I	By Children

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

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SEC 1474 (9-02)

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. 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)	$ 19.3851	11/01/2007		A		8,018		(1)	12/10/2008	Common Stock	8,018	
Stock Option (Right to Buy)	$ 23.0096	11/01/2007		A		13,364		(2)	12/16/2009	Common Stock	13,364	
Stock Option (Right to Buy)	$ 15.5326	11/01/2007		A		25,392		(3)	06/30/2010	Common Stock	25,392	
Stock Option (Right to Buy)	$ 23.9075	11/01/2007		A		18,710		(4)	12/20/2011	Common Stock	18,710	
Stock Option (Right to Buy)	$ 21.3634	11/01/2007		A		21,382		(5)	10/25/2012	Common Stock	21,382	
Stock Option (Right to Buy)	$ 26.0326	11/01/2007		A		16,037		(6)	10/27/2013	Common Stock	16,037	
Stock Option (Right to Buy)	$ 31.3903	11/01/2007		A		16,037		(7)	10/27/2014	Common Stock	16,037	
Stock Option (Right to	$ 32.0413	11/01/2007		A		16,037		(8)	10/28/2015	Common Stock	16,037	

Buy)									
Stock Option (Right to Buy)	$ 35.9698	11/01/2007		A	14,433	(9)	10/30/2016	Common Stock	14,433
Stock Option (Right to Buy)	$ 31.3978	11/01/2007		A	14,433	(10)	10/19/2017	Common Stock	14,433

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROOT THOMAS A 770 N. WATER ST. MILWAUKEE, WI 53202			SVP and Audit Director	

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) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/10/1998.

(2) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/16/1999.

(3) Vests in three equal installments commencing on the first anniversary of the original grant date of 06/30/2000.

(4) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/20/2001.

(5) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/25/2002.

(6) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2003.

(7) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2004.

(8) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/28/2005.

(9) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/30/2006.

(10) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/19/2007.

(11) 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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