

Benschoter Ann M.
Form 3
December 22, 2008

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 Benschoter Ann M. | | (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) |
| | | 12/18/2008 | | |
| 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) |
| | | | Senior Vice President | |

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 | 6,271 | D | Â |
| Common Stock | 2,877.567 | I | By Deferred Compensation Plan |
| Common Stock | 2,166.57 | 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Stock Option (Right to Buy) | Â (1) | 10/19/2017 | Common Stock | 20,043 | \$ 31.4024 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 10/25/2012 | Common Stock | 12,026 | \$ 21.3665 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 10/27/2013 | Common Stock | 10,022 | \$ 26.0364 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 10/27/2014 | Common Stock | 13,028 | \$ 31.3949 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 10/28/2015 | Common Stock | 20,043 | \$ 32.046 | D | Â |
| Stock Option (Right to Buy) | 10/29/2009 ⁽⁶⁾ | 10/29/2018 | Common Stock | 23,100 | \$ 18.66 | D | Â |
| Stock Option (Right to Buy) | Â (7) | 10/30/2016 | Common Stock | 18,039 | \$ 35.975 | D | Â |
| Stock Option (Right to Buy) | Â (8) | 12/16/2009 | Common Stock | 2,672 | \$ 23.013 | D | Â |
| Stock Option (Right to Buy) | Â (9) | 12/20/2011 | Common Stock | 10,690 | \$ 23.911 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benschoter Ann M. 770 N. WATER STREET MILWAUKEE, WI 53202 | Â | Â | Â Senior Vice President | Â |

Signatures

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

12/05/2008

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

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

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

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- (4) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2004.
- (5) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/28/2005.
- (6) Vests in three equal annual installments commencing on 10/29/2009.
- (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 12/16/1999.
- (9) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/20/2001.

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.