

MARSHALL & ILSLEY CORP
Form 424B3
March 03, 2008

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement and the accompanying prospectus supplement and prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MARCH 10, 2007

Marshall & Ilsley Corporation MiNotes

PRELIMINARY PRICING SUPPLEMENT

Preliminary Pricing Supplement Dated: 3/3/2008 Rule 424(b)(3)
(To Prospectus Supplement Dated January 23, 2008 File No. 333-147162
and Prospectus Dated November 6, 2007)
Pricing Supplement No. 005

U.S. \$ 500,000,000

MARSHALL & ILSLEY CORPORATION

MINOTESSM

DUE NINE MONTHS OR MORE FROM DATE OF ISSUE

Trade Date: 3/10/2008

Issue Date: 3/13/2008

Agents: Merrill Lynch, Pierce, Fenner & Smith Inc.; Citigroup Global Markets, Inc.; Edward D. Jones & Co, L.P.; InCapital LLC; Morgan Stanley & Co. Incorporated; UBS Securities LLC; Wachovia Capital Markets, LLC

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| CUSIP | AGGREGATE PRINCIPAL AMOUNT | PRICE TO PUBLIC | CONCESSION | NET PROCEEDS TO ISSUER | SENIOR OR SUB- ORDINATED | INTEREST RATE |
|-----------|----------------------------------|-----------------------|------------|------------------------------|-----------------------------|------------------|
| 57183WAD0 | TBD | 100.000% | 2.5% | TBD | Senior Debt | 6.30% |

| INTEREST PAYMENT FREQUENCY | FIRST COUPON DATE | MATURITY DATE | SURVIVOR S OPTION | REDEMPTION OR REPAYMENT YES/NO | REDEMPTION/ REPAYMENT TERMS |
|----------------------------------|-------------------------|--|----------------------|--------------------------------------|-----------------------------------|
| Quarterly | 6/13/08 | 3/13/2038 <i>(rolls to 15th)</i> | Yes | Yes | See below |

Option Redemption: The MiNotes will be subject to redemption at the option of Marshall & Ilsley Corporation, on the Interest Payment Date occurring on September 13, 2008 (*rolls to 15th*) and on each Interest Payment Date thereafter at a redemption price equal to 100% of the principal amount of the MiNotes, plus any accrued and unpaid interest thereon. See Description of Notes Redemption and Repayment in the prospectus supplement referred to above.