

MARSHALL & ILSLEY CORP  
 Form 4/A  
 January 24, 2008

**FORM 4**

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

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).

**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 \*  
**KUESTER DENNIS J**

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)  
**11/01/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman**

**MILWAUKEE, WI 53202**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**11/14/2007**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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                    |                                      |                                                    |                                | (A) or (D)                                                        | 326,142                                                                                       | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                | (A) or (D)                                                        | 1,335                                                                                         | I                                                        | By Trust                                              |
| Common Stock                    |                                      |                                                    |                                | (A) or (D)                                                        | 799.1108                                                                                      | I                                                        | By Retirement Program                                 |
| Common Stock                    |                                      |                                                    |                                | (A) or (D)                                                        | 111,057.5353                                                                                  | 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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(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) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|---------|----------------------------------------------------------|------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | V                                                                                       | (A)     | (D)                                                      | Date Exercisable | Expiration Date                                               | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 26.0364                                             | 11/01/2007                           |                                                    | A                              |                                                                                         | 270,621 |                                                          | <u>(1)</u>       | 10/27/2013                                                    | Common Stock | 270,621                    |
| Stock Option (Right to Buy)                | \$ 17.0633                                             | 11/01/2007                           |                                                    | A                              |                                                                                         | 213,824 |                                                          | <u>(2)</u>       | 12/14/2010                                                    | Common Stock | 213,824                    |
| Stock Option (Right to Buy)                | \$ 19.3879                                             | 11/01/2007                           |                                                    | A                              |                                                                                         | 133,640 |                                                          | <u>(3)</u>       | 12/10/2008                                                    | Common Stock | 133,640                    |
| Stock Option (Right to Buy)                | \$ 21.3665                                             | 11/01/2007                           |                                                    | A                              |                                                                                         | 360,828 |                                                          | <u>(4)</u>       | 10/25/2012                                                    | Common Stock | 360,828                    |
| Stock Option (Right to Buy)                | \$ 31.3949                                             | 11/01/2007                           |                                                    | A                              |                                                                                         | 270,621 |                                                          | <u>(5)</u>       | 10/27/2014                                                    | Common Stock | 270,621                    |
| Stock Option (Right to Buy)                | \$ 23.013                                              | 11/01/2007                           |                                                    | A                              |                                                                                         | 185,759 |                                                          | <u>(6)</u>       | 12/16/2009                                                    | Common Stock | 185,759                    |
| Stock Option (Right to Buy)                | \$ 32.046                                              | 11/01/2007                           |                                                    | A                              |                                                                                         | 270,621 |                                                          | <u>(7)</u>       | 10/28/2015                                                    | Common Stock | 270,621                    |
| Stock Option                               | \$ 31.4024                                             | 11/01/2007                           |                                                    | A                              |                                                                                         | 200,460 |                                                          | <u>(8)</u>       | 10/19/2017                                                    | Common Stock | 200,460                    |

(Right to Buy)

Stock

Option  
(Right to Buy)

\$ 35.975

11/01/2007

A

243,558

(9)

10/30/2016

Common  
Stock

243,558

Stock

Option  
(Right to Buy)

\$ 23.911

11/01/2007

A

327,418

(10)

12/20/2011

Common  
Stock

327,418

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |          |       |
|-------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                             | Director      | 10% Owner | Officer  | Other |
| KUESTER DENNIS J<br>770 N. WATER ST.<br>MILWAUKEE, WI 53202 | X             |           | Chairman |       |

## Signatures

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

01/24/2008

\*\*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 10/27/2003.
- (2) Immediately exercisable upon original grant date of 12/14/2000.
- (3) Immediately exercisable upon original grant date of 12/10/1998.
- (4) Immediately exercisable upon original grant date of 10/25/2002.
- (5) Immediately exercisable upon original grant date of 10/27/2004.
- (6) Immediately exercisable upon original grant date of 12/16/1999.
- (7) Immediately exercisable upon original grant date 10/28/2005.
- (8) Immediately exercisable upon original grant date of 10/19/2007.
- (9) Immediately exercisable upon original grant date of 10/30/2006.
- (10) Immediately exercisable upon original grant date of 12/20/2001.

- (11) This option was granted 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. Pursuant to the Employee Matters Agreement executed in connection with the transactions, 25% of the Reporting Person's Old Marshall & Ilsley stock options were converted into options to acquire Metavante Technologies, Inc. common stock, and 75% of such options were converted into options to acquire Issuer common stock. The purpose of this amendment is to correct the number of options to acquire Issuer common stock acquired by the Reporting Person in connection with the transaction that was reported on November 15, 2007.

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.