Becker Richard Form 3 October 27, 2010

FORM 3

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

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement MARSHALL & ILSLEY CORP [MI] A Becker Richard (Month/Day/Year) 10/20/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 770 N. WATER ST. (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person MILWAUKEE, WIÂ 53202 (give title below) (specify below) Form filed by More than One Senior Vice President Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 107,934 (1) (2) Common Stock 23,914.2331 (3) I By Deferred Compensation Plan Common Stock 183 Ι By Child Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
Security	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership

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		Expiration Date	(Instr. 4)	Instr. 4)		Derivative	(Instr. 5)
	Date Exercisable		Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(4)	12/20/2011	Common Stock	21,379	\$ 23.911	D	Â
Stock Option (Right to Buy)	(5)	10/25/2012	Common Stock	21,379	\$ 21.3665	D	Â
Stock Option (Right to Buy)	(6)	10/27/2013	Common Stock	16,034	\$ 26.0364	D	Â
Stock Option (Right to Buy)	(7)	10/27/2014	Common Stock	16,034	\$ 31.3949	D	Â
Stock Option (Right to Buy)	(8)	10/28/2015	Common Stock	16,034	\$ 32.046	D	Â
Stock Option (Right to Buy)	(9)	10/30/2016	Common Stock	14,431	\$ 35.975	D	Â
Stock Option (Right to Buy)	(10)	10/19/2017	Common Stock	18,039	\$ 31.4024	D	Â
Stock Option (Right to Buy)	10/29/2008(11)	10/29/2018	Common Stock	20,745	\$ 18.66	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Othe		
Becker Richard 770 N. WATER ST. MILWAUKEE, WI 53202	Â	Â	Senior Vice President	Â		

Signatures

/s/ Jodi W. Rosenthal, attorney-in-fact for Mr.
Becker 10/22/2010

**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) 10,854 of these shares were acquired as stock salary by the Reporting Person. The shares were fully vested at the time of grant, but are subject to transfer restrictions. One third of each of the respective stock salary shares will be released from the transfer restrictions on calendar year quarter end depending upon the respective grant dates. For more information, please see the Current Report on Form 8-K filed by the Company on December 29, 2009.
- (2) 50,221 of these shares were acquired as grants of restricted stock and are subject to the Reporting Person's continued employment with the Company and subject to accelerated vesting upon the death of the Reporting Person. These shares will be fully vested on the third anniversary of the date of grant for each respective award. However, as long as the Company is a "TARP recipient," as defined under the

Reporting Owners 2

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Interim Final Rules, these awards may become transferable only in 25% increments at the time of the Company's repayment of 25%, 50%, 75% and 100%, respectively, of the financial assistance it received under the U.S. Treasury's Capital Purchase Program, or as may be required to satisfy tax obligations incurred in connection with the vesting of the restricted shares.

15,000 of these shares were acquired as grants of restricted stock and are subject to the Reporting Person's continued employment with the Company and subject to accelerated vesting upon the death of the Reporting Person. These shares will be fully vested on the third anniversary of the date of grant for each respective award. However, as long as the Company is a "TARP recipient," as defined under the Interim Final Rules, these awards may become transferable only in 25% increments at the time of the Company's repayment of 25%, 50%, 75% and 100%, respectively, of the financial assistance it received under the U.S. Treasury's Capital Purchase Program, or as may be required to satisfy tax obligations incurred in connection with the vesting of the restricted shares.

- (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) Immediately exercisable upon original grant date of 10/30/2006.
- (10) Immediately exercisable upon original grant date of 10/19/2007.
- (11) 100% Immediately Exercisable

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.