MARSHALL & ILSLEY CORP

Form 4 June 04, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

KELLNER TED D Syn			Symbol MARS	2. Issuer Name and Ticker or Trading Symbol MARSHALL & ILSLEY CORP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[MI]										
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					X Director Officer (give	Owner (specify				
770 N. WATER ST.			(Month/Day/Year) 06/03/2008						below) below)				
(Street)			4. If Ar	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
Filed(N MILWAUKEE, WI 53202				ed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	TD-	1.1. T N		D	٠	 A		D e	01		
	· · ·	•			on-			-	uired, Disposed of	•			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transac Code (Instr. 8	3)	4. Securities Disposed of (Instr. 3, 4 a	(D)	Pric	Securities Beneficially Owned Following Reported Transaction(:	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	06/03/2008			A		211.1556	A	\$ 22.88	11,126.02	8 I	Deferred Compensation Plan		
Common Stock									173,442	D			
Common Stock									49,998	I	By Trust		

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

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(9-02)

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
KELLNER TED D 770 N. WATER ST.	X							
MILWAUKEE, WI 53202								

Signatures

/s/ Jodi W. Rosenthal, as attorney-in-fact 06/04/2008

**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).

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.

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