MARSHALL & ILSLEY CORP

Form 4 June 04, 2008

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MELLOWES JOHN A			2. Issuer Name and Ticker or Trading Symbol MARSHALL & ILSLEY CORP [MI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 770 N. W.	(First) ATER ST.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2008			_X belo	Director Officer (give titl ow)	e Other below)		
(Street) MILWAUKEE, WI 53202			4. If Amendment, Date Original Filed(Month/Day/Year)			App _X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - Noi	n-Derivative Securities A	cquire	d, Disposed of, o	r Beneficially	Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)				4. Securities Acquired (A orDisposed of (D)	A) or	5. Amount of Securities	6. Ownership	7. Nature o	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	r) Execution Date, if TransactiorDisposed of		4. Securities on Disposed of (Instr. 3, 4 a	(D)	ired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/03/2008		Code V A	Amount 145.6245	(D)	Price \$ 22.8899	(Instr. 3 and 4) 9,076.247	I	Deferred Compensation Plan	
Common Stock							2,000	D		
Common Stock							1,200	I	By Trust	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Edgar Filing: MARSHALL & ILSLEY CORP - Form 4

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(World) Day, Tear)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/e		Under Securi	lying	Security (Instr. 5)	Secur Bene Owne 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							
	Director	10% Owner	Officer	Other				
MELLOWES JOHN A 770 N. WATER ST. MILWAUKEE, WI 53202	X							

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.

Reporting Owners 2